

**CERTIFICATE OF INCORPORATION**

**OF**

**NOVA CONTROLS, INC.**

Pursuant to Section 10A-2-1, Code of Alabama (1975) *et seq.*, the undersigned hereby adopts the following Articles of Incorporation:

**ARTICLE I - NAME**

The Name of the Corporation shall be **Nova Controls, Inc.** (the "Company").

**ARTICLE II - DURATION**

The period of duration of the Company shall be perpetual, unless it is dissolved and its affairs wound up in accordance with the Alabama Business and Nonprofit Entities, Section 10A-2-1, Code of Alabama (1975) *et seq.*, the ("Act").

**ARTICLE III - PURPOSES**

The Company has been organized to engage in the business of providing HVAC equipment and services, providing control serves, related construction services, and any other lawful business the Board of Directors shall reasonably decide to pursue. The Company shall have all powers permitted by the Act, as amended from time to time.

**ARTICLE IV - REGISTERED AGENT/OFFICER**

The location and street address of the initial registered office shall be 50 Commerce Drive, Pelham, Al 35124, and its registered agent at such address shall be Robert J. Reuse.

**ARTICLE V - INCORPORATOR**

The name and address of the incorporator is as follows:

Robert J. Reuse

## **ARTICLE VI – AUTHORITY TO ISSUE SHARES**

The Company is authorized to issue up to 1,000,000 shares of stock with the par value to be \$0.00001 per share. Each share carries with it full voting rights as outlined in the Company's Bylaws.

## **ARTICLE VII - DIRECTORS**

The Company is to be managed by a Board of Directors. The following persons are the Directors who will serve until the first annual meeting of Stockholders or until their successors are elected and qualified:

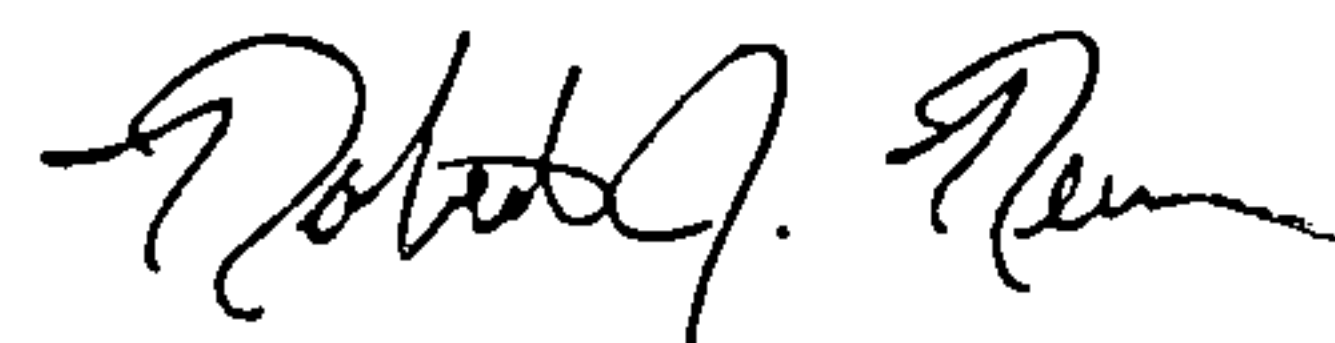
Robert J. Reuse

The Initial Stockholders shall have the right and ability to admit additional Stockholders under such terms and conditions as the Stockholder shall provide in the company Bylaws. Initial Stockholder shall also have the right and ability to admit additional Directors under such terms and conditions as the Stockholder shall provide in the company Bylaws. Upon dissociation from the Company, the remaining Stockholders of the Company, upon unanimous vote, shall have the right and ability to continue in the purposes of the Company on such terms as may be provided by agreement of the Company.

## **ARTICLE VIII – DIRECTOR LIABILITY**

No director shall be personally liable to the Company or its Stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Company or its stockholders, or (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law. No amendment to or repeal of this Article Nine shall apply to or have any effect on the liability or alleged liability of any director of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment.

IN WITNESS WHEREOF, the undersigned member has executed this Certificate of Formation, on this, 27<sup>th</sup> day of February, 2019.



Robert J. Reuse



This document prepared by:  
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Phone: (205) 795-6588



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John H. Merrill  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

**I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**Nova Controls, Inc.**

This name reservation is for the exclusive use of Jonathan W. Macklem, 505 20th Street North, Suite 1800, Birmingham, AL 35203 for a period of one year beginning February 21, 2019 and expiring February 21, 2020

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**In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the city of Montgomery, on this day.**

February 21, 2019

Date

*J. H. Merrill*

John H. Merrill

Secretary of State