

AMENDMENT TO CERTIFICATE OF  
INCORPORATION

OF

BIRMINGHAM FABRICATING COMPANY

PREPARED BY:  
DAN P. BARBER  
1416 BANK FOR SAVINGS BUILDING  
BIRMINGHAM ALABAMA 35203

Birmingham Fabricating Company, an Alabama corporation, duly organized pursuant to Articles of Incorporation filed in the office of the Judge of Probate of Jefferson County, Alabama, on January 31, 1959, in Incorporation Record 119, Pages 53-57, does hereby certify as follows:

The Board of Directors of said corporation at a meeting held at the office of the corporation in Birmingham, Alabama, on the 4th day of December, 1975, at which meeting all directors were present in person, did unanimously adopt a resolution declaring that the amendment to its Articles of Incorporation increasing the number of shares of the authorized capital stock of the corporation from one thousand shares (1,000) to ten thousand shares (10,000) and changing the par value of the shares of stock from one hundred dollars (\$100.00) to ten dollars (\$10.00) was desirable and written notice was delivered to all stockholders of the action taken by the Board of Directors and a meeting of the stockholders was called for the 17th day of December, 1975, to be held at the office of the corporation in Birmingham, Alabama, for the purpose of taking action on the recommendation of the Board of Directors with reference to an increase in the number of shares of the authorized capital stock of the corporation from one thousand shares (1,000) to ten thousand shares (10,000) and change in the par value of the shares of said stock from one hundred dollars (\$100.00) par value to ten dollars (\$10.00) par value per share and each and every stockholder was present in person and waived notice of the time, place and purpose of said meeting.

The minutes of said Board of Directors meeting which recited their recommendations were read to the stockholders.

After full discussion the following resolution was adopted by the affirmative vote of the holders of each and every share of the issued and outstanding stock of the corporation at said meeting, to-wit:

"BE IT RESOLVED by the Stockholders of Birmingham Fabricating Company, an Alabama corporation that the total authorized capital stock of the corporation

be increased from one thousand shares (1,000) having a par value of one hundred dollars (\$100.00) each, to ten thousand shares (10,000) having a par value of ten dollars (\$10.00) each and that Article IV of the Articles of Incorporation of Birmingham Fabricating Company as recorded in Incorporation Record Book 119, Pages 53-57 in the Probate Office, Jefferson County, Alabama, be and it is hereby amended to read as follows:

## ARTICLE IV

## CAPITAL STOCK

The total authorized common capital stock of the corporation shall be ten thousand shares (10,000) having a par value of ten dollars (\$10.00) each, and the corporation shall immediately issue all ten thousand (10,000) shares of the authorized capital stock by issuing ten (10) shares of such stock in exchange for each share of the existing outstanding shares to stockholders of record as of the date this amendment is filed for record in the Office of the Probate Judge and all existing shares of the One Hundred Dollar (\$100.00) par value stock shall be cancelled. All of the authorized capital stock of this corporation shall be common stock, and the corporation shall have no other class of stock. This is being done as a recapitalization under the provisions of Section 368(a)(1)(E) of the Internal Revenue Code.

BE IT FURTHER RESOLVED that except as hereinabove specifically amended said Articles of Incorporation shall remain in full force and effect.

BE IT FURTHER RESOLVED that the President of this corporation is hereby authorized and directed to execute and file in the Probate Office of Jefferson County, Alabama, a proper certificate of amendment as provided by the laws of Alabama."

IN WITNESS WHEREOF, the said Birmingham Fabricating Company has

caused this certificate to be executed in its corporate name by its President, under its corporate seal duly affixed and attested by its Secretary, on this the 18<sup>th</sup> day of December, 1975.

ATTEST:

Secretary

BIRMINGHAM FABRICATING COMPANY

BY:

President

STATE OF ALABAMA  
JEFFERSON COUNTY

I, the undersigned, a Notary Public, in and for said county, in said state, hereby certify that F. E. White, and Leonard H. White, Jr., whose names as President and Secretary respectively of Birmingham Fabricating Company, are signed to the foregoing instrument, and who are known to me, acknowledged before me on this day that, being informed of the contents of the instrument, they, as such officers and with full authority, executed the same voluntarily for and as the act of said corporation.

Given under my hand and official seal this 18 day of December,

1975

Notary Public

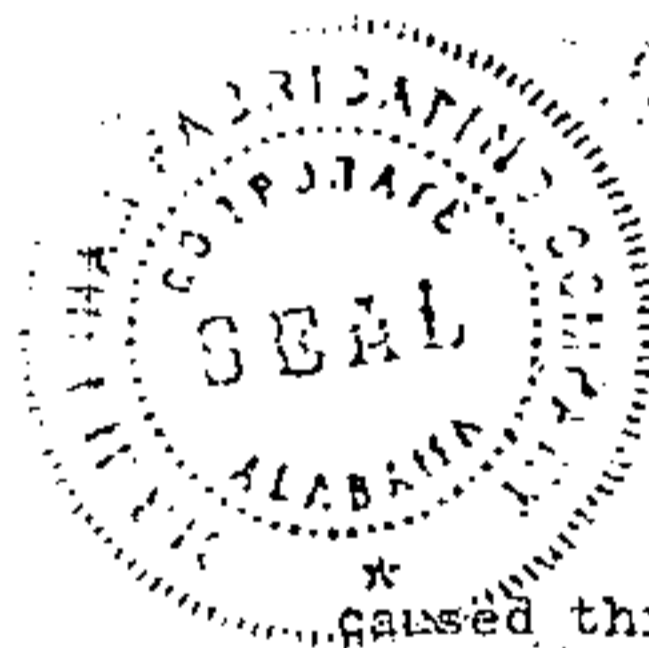
STATE OF ALA. JEFFERSON CO.  
I CERTIFY THIS INSTRUMENT  
WAS FILED IN

REAL 1250 PAGE 568

DEC 18 3 05 PM '75

RECEIVED BY THE PROBATE JUDGE  
AND THE TAX HAS BEEN  
PAID ON THIS INSTRUMENT.

JUDGE OF PROBATE



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MINUTES OF MEETING OF STOCKHOLDERS  
OF BIRMINGHAM FABRICATING COMPANY

A meeting of the stockholders of Birmingham Fabricating Company, was held at the office of the company in Birmingham, Alabama on December 17th, 1975.

The following stockholders were present in person and waived notice of the time, place and purpose of said meeting:

F. E. White, Lewis P. White, C. C. White,  
and Leonard H. White, Jr.

The above named four persons are the owners of all of the shares of the issued and outstanding stock of the corporation.

F. E. White, President, served as Chairman of the meeting and Leonard H. White, Jr., served as Secretary.

The meeting was called to order and the Chairman stated that the meeting was called by the Board of Directors by resolution on December 4th, 1975, for the purpose of considering the recommendation of the Board of Directors that the number of shares of the authorized common capital stock of the corporation be increased from one thousand (1,000) shares to ten thousand (10,000) shares and that the par value of said shares be reduced from one hundred dollars (\$100.00) to ten dollars (\$10.00) per share. The Board's recommendation and resolution was then read.

After full discussion the following resolution was offered:

"BE IT RESOLVED by the Stockholders of Birmingham Fabricating Company, an Alabama corporation that the total authorized capital stock of the corporation be increased from one thousand shares (1,000) having a par value of one hundred dollars (\$100.00) each, to ten thousand shares (10,000) having a par value of ten dollars (\$10.00) each and that Article IV of the Articles of Incorporation of Birmingham Fabricating Company as recorded in Incorporation of Birmingham Fabricating Company, as recorded in Incorporation Record Book 119, Pages 53-57 in the Probate Office, Jefferson County, Alabama, be and it is hereby amended to read as follows:

ARTICLE IV

CAPITAL STOCK

The total authorized common capital stock of the corporation shall be ten thousand shares (10,000) having a par value of ten dollars (\$10.00) each, and the corporation shall immediately issue all ten thousand (10,000) shares of the authorized capital stock by issuing ten (10) shares of such stock in exchange for each share of the existing outstanding shares to stockholders of record as of the date this amendment is filed for record in the Office of the Probate Judge and all existing shares of the One Hundred Ddlar (\$100.00) par value stock shall be cancelled. All of the authorized capital stock of this corporation shall be common stock and the corporation shall have no other class of stock. This is being done as a recapitalization under the provisions of Section 368(a)(1)(E) of the Internal Revenue Code.

BE IT FURTHER RESOLVED that except as hereinabove specifically amended said Articles of Incorporation shall remain in full force and effect.

BE IT FURTHER RESOLVED that the President of this corporation is hereby authorized and directed to execute and file in the Probate Office of Jefferson County, Alabama, a proper certificate of amendment as provided by the laws of Alabama."

Upon being duly seconded and put to a vote said resolution was approved by the affirmative vote of the holders of each and every share of the issued and outstanding stock of the corporation.

There being no further business to come before the meeting same was declared adjourned.

Remond Smith  
Stockholder  
Bob White  
Stockholder  
F. E. White  
Stockholder  
J. White  
Stockholder

In accordance with the provisions of Alabama Business Corporation Act section 10-2A-145(b)(6), and in connection with the mergers effected December 31, 1981, when Shell-Con Corporation and Birmingham Bolt Service Co., both Alabama corporations, merged with and into Birmingham Fabricating Company ("the Corporation"), the Articles of Incorporation of the Corporation are amended to increase the total authorized common capital stock from 10,000 Shares to 14,150 Shares.

THE FOREGOING ARTICLES OF MERGER, having been duly executed by the President and Secretary of Shell-Con Corporation in accordance with the provisions of the Alabama Business Corporation Act, the Secretary of said corporation does hereby verify such Articles of Merger as the act, deed and agreement of said corporation on December 31, 1981.

IN WITNESS WHEREOF, Alan C. Davis, Secretary of Shell-Con Corporation, has hereunto subscribed his name this 12th day of January, 1982.

  
Alan C. Davis, Secretary

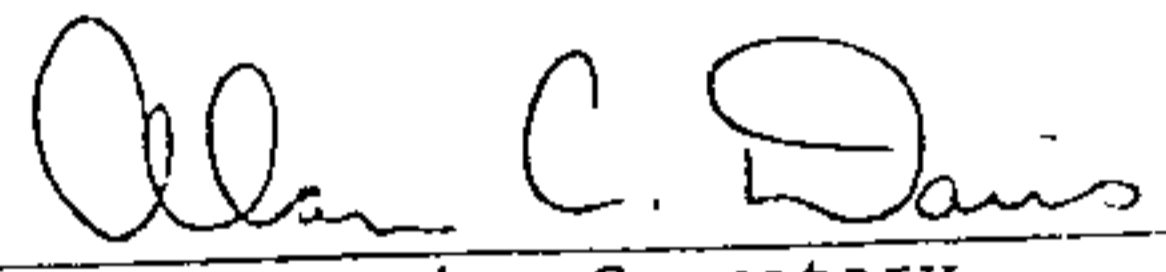
On this 12th day of January, 1982, personally appeared before me Alan C. Davis, personally known to me as Secretary of Shell-Con Corporation, who in my presence signed the above instrument.

Given under my official seal.

  
Notary Public

THE FOREGOING ARTICLES OF MERGER, having been duly executed by the President and Secretary of Birmingham Fabricating Company in accordance with the provisions of the Alabama Business Corporation Act, the Secretary of said corporation does hereby verify such Articles of Merger as the act, deed and agreement of said corporation on December 31, 1981.

IN WITNESS WHEREOF, Alan C. Davis, Secretary of Birmingham Fabricating Company, has hereunto subscribed his name this 12th day of January, 1982.

  
Alan C. Davis, Secretary

On this 12th day of January, 1982, personally appeared before me Alan C. Davis, personally known to me as Secretary of Birmingham Fabricating Company, who in my presence signed the above instrument.

  
Notary Public

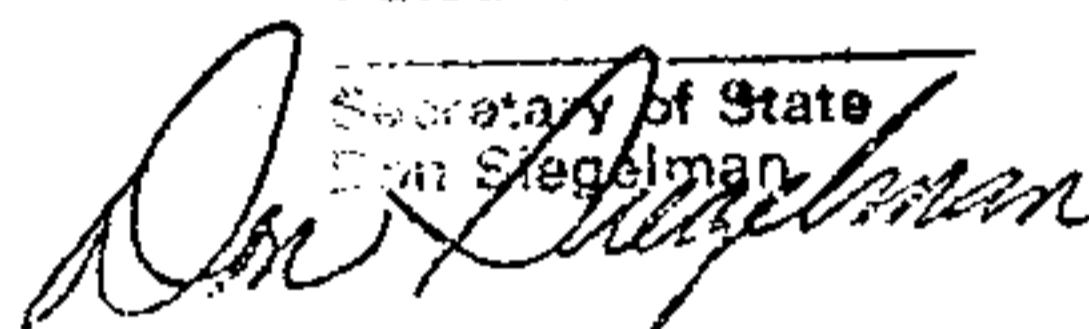
10K 22 PAGE 897

Secretary of State  
State of Alabama

I hereby certify that this  
is a true and complete copy of  
the document filed in this office

on 4-5-82

Dated 4-6-82

  
Secretary of State  
Don Siegelman



STATE OF ALA. SHERIFF CO.  
I CERTIFY THIS  
DOCUMENT WAS FILED

1982 APR -9 PM 1:21

Rec. 25.00  
Jud. 1.00  
26.00

*Thomas A. Shivers, Jr.*  
JUDGE OF PROBATE

# STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of  
Alabama, having custody of the Great and Principal Seal  
of said State, do hereby certify that duplicate originals of Articles

of Merger merging Shell-Con Corporation into Birmingham Fabricating Company, both

Alabama corporations

duly signed and verified pursuant to the provisions of Section 10-2A-143, Code of  
Alabama, 1975, have been received in this office and are found to conform to law.

Accordingly the undersigned, as such Secretary of State, and by virtue of the  
authority vested in him by law, hereby issues this Certificate of Merger merging

Shell-Con Corporation into Birmingham Fabricating Company

and attaches hereto a duplicate original of the Articles of Merger.

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.

April 5, 1982

Date

*Don Siegelman*  
Don Siegelman

Secretary of State

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