

State of Alabama)
)
Shelby County)

Articles of Incorporation
of
Technical Products Corporation
A Close Corporation
Under the Alabama Close Corporation Statute

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of Alabama, hereby adopt the following Articles of Incorporation:

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1. The name of the corporation is Technical Products Corporation.
2. This corporation shall be a close corporation as Authorized by the Alabama Business Corporation Act, Sections 10-2(a) -161 through 10-2(a) -174, Code of Alabama, 1975, and shall be governed by all laws governing or applicable to such close corporations.
3. The period for the duration of this corporation shall be perpetual.
4. The purpose for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

(B) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(I) To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character wherever situated.

(II) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every

class and description whether or not the same specifically pertain to any class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

(III) To apply for, purchase, or acquire by assignment, transfer, or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how, methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

(IV) To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or in any manner dispose of the whole or any part of the properties so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

(V) To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promisory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any other government, state, territory, governmental district, municipality, county, political entity or any subdivision or instrumentality of any of the foregoing, or by any person or individual, partnership firm, association, trust, investment company, corporation or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indeb-

tedness, promissory notes, investment contracts, puts, calls stock rights, participations, partnership interests, mortgages, or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, and while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights, now or hereafter provided by the laws of Alabama or of such other jurisdiction as are applicable in the premises, whether or not the exercise of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of ownership and the retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the Board of Directors of the corporation.

(VI) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise.

(VII) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures and other negotiable or transferable instruments.

(VIII) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

(IX) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, script or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

(X) To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with

respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, script, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, or any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

(XI) To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

(XII) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, county government, governmental district, body politic, or any subdivision or instrumentality thereof.

(XIII) To act as agent, dealer, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interestes therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or note, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(XIV) To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation as partner (general or limited), joint venture, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or arrangement involves sharing or delegation of control over the business or properties of this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangement involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

(XV) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corp-

oration, partnership, joint venture, trust or other enterprise.

(XVI) To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension plans, pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other plans for any or all of its directors, officers and employees.

(XVII) To make donations for the public welfare or for charitable, scientific or educational purposes.

(XVIII) To transact any lawful business which the board of directors find to be in aid of governmental policy.

(XIX) To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

5. The aggregate number of shares of stock which the corporation shall have the authority to issue shall be 100 shares of common stock of the par value of One and no/100 (\$1.00) Dollars per share.

6. All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer:

(A) For purposes of this Paragraph 6:

(I) A shareholder desiring to sell or otherwise transfer, give, or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offerer;"

(II) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree;" and

(III) The shareholders, individually and collectively of this corporation, other than the shareholder-offerer, shall be referred to as the "optionee(s)."

(B) Any shareholder in this corporation may, without restriction or limitation, sell or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation.

(C) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part,

a bonafide offeree other than a then existing shareholder, the following procedure shall be followed:

(I) The offerer shall furnish and deliver to the corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or transfer is to be effectuated.

(II) The offerer shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in Subparagraph (I) hereinabove.

(III) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to offerer, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offerer shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase their proportionate share of the offerer's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offerer's stock as the percentage of his or her respective stock interests in the corporation bears to the total percentage of all stock interests in the corporation held by all the optionees desiring to purchase the offerer's stock. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offerer's stock not aggregating the offerer's entire stock shall be of no effect.

(IV) If the corporation and the optionees fail to elect to purchase said stock within the said option period, then the offerer shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(V) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this paragraph 6.

(VI) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph 6 of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchaser pursuant to said original offer shall terminate.

7. The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address is:

Steve Stonstrom

1009 Ryecroft Circle
Pelham, Alabama 35124

8. The initial board of directors shall consist of one (1) person. The following named persons will serve as officers and directors of the said corporation for the first year and until their successors have been elected and qualified:

Steve Stonstrom
President
Secretary/Treasurer

1009 Ryecroft Circle
Pelham, Alabama 35124

9. The stockholders shall have the right to increase or decrease the capital stock to such sums as they may desire, and as may be permitted by the laws of the State of Alabama.

10. The directors or shareholders may waive, in writing, any requirement under the By-Laws of the corporation, or the laws of the State of Alabama to hold a formal meeting with respect to any business to be transacted by the corporation and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors or shareholders without the formality of a meeting, such resolution when so executed or consented to shall be valid and binding upon the corporation in the same manner as if a meeting had been called with respect to such action and no notice issued, as provided by the By-Laws of the corporation or the laws of the State of Alabama. Meetings of the directors or shareholders may be held within or without the State of Alabama.

11. The name and address of the incorporator is:

✓ Steve Stonstrom

1009 Ryecroft Circle
Pelham, Alabama 35124

12. All of the corporation's issued shares of all classes, exclusive of treasury shares shall be held of record by not more than ten persons. For purposes of determining the number

of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one stockholder.

Executed on this 28th day of January, 1983

Steve Stonstrom
Steve Stonstrom
Incorporator



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 pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name _____

Technical Products Corporation

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Technical Products Corporation for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

December 3, 1982 - expires 4-3-83
Date Don Siegelman
Don Siegelman Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

TECHNICAL PRODUCTS CORPORATION

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of TECHNICAL PRODUCTS CORPORATION, duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of TECHNICAL PRODUCTS CORPORATION, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of JANUARY, 19 83.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED

1983 JUN 28 PM 3:24

Thomas A. Snodden, Jr.
JUDGE OF PROBATE

Judge of Probate

Rec 25.00
Jud 1.00
26.00

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