

72
ARTICLES OF INCORPORATION
OF

SHELBY ELECTRIC MACHINERY CO., INC.

The undersigned, acting as incorporator(s) of a corporation under the Code of Alabama, adopt(s) the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Shelby Electric Machinery Co., Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To engage in a general engineering and electrical sales business and in a general business of systems development, engineering and electrical design, sales, and service; and to carry on all activities and business necessary or incidental to such business purposes.

(b) To purchase or otherwise acquire and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of and to deal and tract in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.

(c) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(d) To undertake and carry on any business, transaction, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.

(e) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes and to make, accept, endorse, guarantee, execute, issue bonds, bills of exchange and other obligations and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(f) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount and to do any or all of the things therein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.

(g) And generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

The objects and purposes specified in each subparagraph of Paragraph 3 shall, unless otherwise expressly provided, be in no wise limited by reference

to, or inference from, the terms of any other subparagraphs of Paragraph 3, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing in this Paragraph 3 are used in their broadest sense and shall be so construed. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business or banking or that of a trust company, or the business of insurance.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 100 Shares of Common Stock consisting of one class of common stock with a par value of \$10.00 Dollars per share.

FIFTH: Provisions for the regulation of internal affairs of the corporation are: None

SIXTH: The address of the initial registered office of the corporation is Route 1, Box 250, Columbiana, Alabama and the name of its initial registered agent at such address is M. M. Argo, Jr.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

<u>Name</u>	<u>Address</u>
<u>M. M. Argo, Jr.</u>	<u>Route 1, Box 256, Columbiana, Alabama 35051</u>
<u>Dorothy W. Argo</u>	<u>Route 1, Box 256, Columbiana, Alabama 35051</u>

EIGHTH: The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
<u>M. M. Argo, Jr.</u>	<u>Route 1, Box 256, Columbiana, Alabama 35051</u>
<u>Dorothy W. Argo</u>	<u>Route 1, Box 256, Columbiana, Alabama 35051</u>

NINTH: In all elections for directors, every shareholder shall have the right to vote, in person, or in proxy, the number of shares owned by him, for as many persons as there are directors to be elected, or to cumulate said shares, and give one candidate as many votes as the number of directors multiplied by the number of his shares shall equal, or to distribute them on the same principle among as many candidates as he shall see fit.

TENTH: A. The Board of Directors shall have power to alter, amend and repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend, or repeal any by-law which establishes the number of directors, the time or place of stockholders' meetings, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

B. The stockholders may alter, amend, repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any annual meeting or at a special meeting called for the purpose, and all by-laws made by the directors may be altered or repealed by the stockholders.

DATED THIS 1st day of April, 1983.

MM Argo
Incorporator

Marathy W. Argo
Incorporator

BOOK 24 PAGE 291



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 _____

Shelby Electric Machinery Co., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Shelby Electric Machinery Co., Inc. 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 _____. 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.

February 17, 1983 - expires 6-18-83

Date

Don Siegelman

Secretary of State

OFFICE OF THE JUDGE OF PROBATE SHELBY COUNTY, ALABAMA

CERTIFICATE OF INCORPORATION

OF

SHELBY ELECTRIC MACHINERY CO., INC.

The undersigned, as Judge of Probate, Shelby County, Alabama, hereby certifies that Articles of Incorporation for the incorporation of Shelby Electric Machinery Co., Inc.

duly signed pursuant to the provisions of the Code of Alabama, have been received in this office and are found to conform to law and that the name of the corporation is now reserved with the Secretary of State of Alabama under reservation No. _____.

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 Shelby Electric Machinery Co., Inc.

and attaches hereto a certified copy of the Articles of Incorporation.

Dated April 4th, 1983.

Thomas A. Snowden, Jr.

Judge of Probate

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

1983 APR -4 AM 8:27

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec 25.00
Jud 1.00
26.00

BOOK 24 PAGE 293