

282

Allen J. Chappelli, Esq.

STATE OF ALABAMA           )  
COUNTY OF SHELBY        )

ARTICLES OF AMENDMENT TO ARTICLES (CERTIFICATE)  
OF INCORPORATION  
OF  
BAILEY ELECTRIC COMPANY, INC.

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, as President and Secretary of Bailey Electric Company, Inc., a corporation organized and existing under the laws of the State of Alabama, hereby certify that, in accordance with Code of Alabama 1975, Sections 10-2A-110 and 10-2A-113, the Articles (Certificate) of Incorporation were amended by the unanimous consent of the Directors and the Shareholders on the 25 day of March, 1983, as follows:

ARTICLE VI of the Articles (Certificate) of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

"ARTICLE VI

NUMBER OF DIRECTORS AND NAMES AND  
ADDRESSES OF INITIAL BOARD

There shall be three (3) Directors, constituting the initial Board of Directors. The names and mailing addresses of the persons who are to serve as Directors until

the first annual meeting of shareholders, or until their successors are elected and qualified, are as follows:

<u>NAME</u>	<u>MAILING ADDRESS</u>
Foster Earl Bailey	Route 1, Box 327 Leeds, Alabama 35094
Mary Lee Bailey	Route 1, Box 327 Leeds, Alabama 35094
Walter Cornelius	523 Frank Nelson Building Birmingham, Alabama 35203

ARTICLE VIII of the Articles (Certificate of Incorporation is hereby deleted in its entirety, and there is substituted in lieu thereof the following:

"ARTICLE VIII

INTERNAL AFFAIRS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and the shareholders are hereby adopted:

(a) The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend, or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws, provided, however, that the Board of Directors may not alter, amend or repeal any By-Law which was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors, or which is not permitted by ap-

plicable law to be altered, amended or repealed solely by action of the Board of Directors. The By-Laws may contain any provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the Directors and shareholders not inconsistent with the Alabama Business Corporation Act or these Articles of Incorporation.

(b) The business and affairs of the Corporation shall be managed by the Board of Directors. The number of Directors comprising the initial Board of Directors shall be the number of persons listed as Directors in Article VI hereof. Thereafter, the number of Directors of the Corporation shall be fixed by, or in the manner provided in, the By-Laws or, in the absence of a By-Law providing for the number of Directors, the number of Directors shall be the same as the number comprising the initial Board of Directors. The number of Directors may be increased or decreased from time to time, in the manner provided in the By-Laws, provided that no decrease shall have the effect of shortening the term of any incumbent Director, except that any Director may be removed, with or without cause, by a vote of the holders of a majority of the shares then entitled to vote at an election of Directors at a meeting of shareholders held pursuant to the laws of Alabama.

(c) In furtherance, and not in limitation, of the powers conferred by statute, the Board of Directors is expressly authorized:

(1) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital shares paid in;

(2) To make, from time to time (so far as may be permitted by federal or state law and regulations), temporary secured or unsecured loans when, in the judgment of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

(d) Any action required or permitted to be taken at any meeting of the Board of Directors or of the shareholders may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board, if action by Directors is involved, or by all of the shareholders entitled to vote thereon, if action by shareholders is involved, and if such written consent is filed with the minutes of proceedings of the Board or of the shareholders, as the case may be.

(e) At any time and from time to time when authorized by resolution of the Board of Directors and, except as otherwise provided in the within Articles of

Incorporation and by statute, without any action by its shareholders, the Corporation may

(1) issue or sell for such consideration as may be fixed from time to time by the Board of Directors, any number of its capital shares, and whether out of the unissued shares thereof authorized by these Articles of Incorporation, as from time to time amended, or out of shares of its capital shares acquired by it after the issuance thereof;

(2) issue and sell its obligations, secured or unsecured, and in bearer, registered or such other form, and including such provisions as to redeemability, convertibility or otherwise, as the Board of Directors, in its sole discretion, may determine, and mortgage or pledge as security therefor, any property of the Corporation, real or personal, including after-acquired property; and

(3) issue or grant, for such consideration as may from time to time be fixed by the Board of Directors, warrants or options, in bearer, registered or such other form as the Board of Directors may determine, for the purchase of its capital shares with or without par value of any class within such period of time, or without limit as to time, to such aggregate number of shares, and at such price per share as the Board of Directors may determine. Such warrants or options may be issued or granted separately or in connection with the issue of any bonds, debentures, notes or other evidences of indebtedness or capital shares of any class of

the Corporation and for such consideration and on such terms and conditions as the Board of Directors in its sole discretion may determine.

(f) The Corporation shall have a lien upon all shares subscribed for or issued for the full subscription price thereof or any debt or liability incurred to it by the subscriber or shareholder, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such subscription, which remedies are cumulative to an action to enforce payment or other remedies provided by law. At the election of the Corporation, a subscriber shall not be considered as a shareholder until said subscription shall have been paid in full.

(g) The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus available therefor, or to the extent of unreserved and unrestricted capital surplus available therefor."

We further certify that the within Articles of Amendment are being filed in the Office of the Judge of Probate of Shelby County, Alabama, for the purpose of

effecting such amendment in accordance with the requirements  
of Code of Alabama 1975, Section 10-2A-114.

IN WITNESS WHEREOF, we have hereunto set our hands  
and seals this 25 day of March, 1983.

Foster Earl Bailey (SEAL)  
Foster Earl Bailey,  
President

Mary Lee Bailey (SEAL)  
Mary Lee Bailey,  
Secretary

VERIFICATION

I, the undersigned, as President of Bailey Electric Company, Inc., do hereby verify that the above and foregoing instrument represents Articles of Amendment to the Articles (Certificate) of Incorporation of Bailey Electric Company, Inc., an Alabama corporation, duly approved and adopted by the unanimous consent of the Directors and the Shareholders of the Corporation and that the statements contained therein are true and correct.

This 25 day of March, 1983.

Foster Earl Bailey  
Foster Earl Bailey,  
President

Sworn to and subscribed before me on this 25 day  
of March, 1983.

Wm. J. Smith  
Notary Public  
My commission expires: 2/28/84

Ref: CAP/773830307A



# State of Alabama

## County

SHELBY

CERTIFICATE OF AMENDMENT

OF

BAILEY ELECTRIC COMPANY, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of AMENDMENT of BAILEY ELECTRIC COMPANY, INC., duly signed and verified pursuant to the provisions of Section \_\_\_\_\_ 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 AMENDMENT of BAILEY ELECTRIC COMPANY, INC., and attaches hereto a duplicate original of the Articles of AMENDMENT

GIVEN Under My Hand and Official Seal on this the 6th day of

APRIL, 19 83



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

1983 APR -6 AM 11:17

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

*Thomas A. Snowden, Jr.*

Judge of Probate

Rec 10.00  
Jud 1.00  
11.00