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STATE OF ALABAMA)

SHELBY COUNTY)

CERTIFICATE OF INCORPORATION
OF

G & G JANITORIAL SERVICE & SUPPLY CO., INC.

We, the undersigned, have associated ourselves together in the purpose of carrying on a lawful business, and desiring to become a body corporate, file this our Certificate of Incorporation, which is signed by each of us respectively and set forth and certify as follows:

SECTION ONE. Name.

The name of the Corporation is G & G Janitorial Service & Supply Co., Inc.

SECTION TWO. Objects.

The objects for which the Corporation is formed are as follows:

(a) To perform janitorial and general cleaning services and to manufacture, sell and distribute janitorial and cleaning supplies and equipment.

(b) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers, importers, and exporters; to acquire all such merchandise, supplies, materials, and other articles as shall be necessary or incidental to such business.

RONALD C. GRIEGGS
1238 - 9th Ave. S.W.
PRABASTER, AL. 35007

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(c) To buy, sell, trade, manufacture, import, export and otherwise deal in and with clothing of all kinds, for men, women and children, and other such commodities as are or may be handled, used and employed in and about such purchase, distribution and sale.

(d) To develop, build, manufacture, process, compound or otherwise produce, to purchase, lease, exchange, take, receive, or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares and merchandise of every kind, nature and description and to engage in any industrial manufacturing, mining, mercantile, trading, agricultural, service or other lawful business of any kind or character whatsoever.

(e) To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, property, whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.

(f) To hold, own, use, operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any building or other structure located on real property which is owned, held by or leased by the corporation or in which the corporation has any interest whatsoever.

(g) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

(h) To purchase, lease, exchange, take, receive or otherwise acquire, all or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligation or indebtedness of this corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor, or by any combination of any of the foregoing; to own,

hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.

(1) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in respect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devices, formulas, technical or business information, including trade secrets, know-how, processes, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications or origin and ownership, franchises, license, concessions, or other rights granted by or recognized under the laws of any country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality.

(j) To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, manage or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of any stock, bond, other security, evidence of obligation or indebtedness of any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of this corporation; and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income or other rights accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty, or in any other manner, financially or otherwise, those issuing, creating or responsible for any such property, and to do any other acts or things designated to protect, preserve, improve or enhance the value of any such property.

(k) To purchase, exchange, take, receive, or otherwise acquire, to own, hold, use or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Alabama Business Corporation Act or this Certificate of Incorporation and provided that the corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.

(l) To lend money or aid, or extend credit, to any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality on such terms and conditions and with whatever security, if any, it desires.

(m) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

(n) To act as agent, representative, or receiver of any person, firm, corporation, country, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

(o) To borrow or raise money and, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of

exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(p) To guarantee the obligations of, and to lend its aid and credit to, any person, firm, corporation, country, state, county, municipality, or governmental unit, department, division, agency, authority, or instrumentality, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(q) To enter into with any one or more persons, firms, corporation, countries, states, counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any general or limited partnership.

(r) To carry out any or all of the objects and purposes specified in this Paragraph 2 as principal or agent and alone or with one or more person, firms, corporations, countries, states,

counties, municipalities or governmental units, departments, divisions, agencies, authorities or instrumentalities; and to execute from time to time such general or special powers of attorney as it may determine, granting such powers as it may deem proper, and to revoke such powers of attorney as and when it may desire.

(s) To do everything necessary, proper, advisable, suitable or convenient for the accomplishment of the objects and purposes specified in this Paragraph 2, and to do all other things incidental thereto, connected therewith, conducive thereto, or expedient therefor.

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(t) To carry out the objects and purposes specified in this Paragraph 2, in any country, state, county, municipality or governmental unit to the extent that such objects and purposes are not forbidden by the law thereof, and, in the case of any country, state, county, municipality or governmental unit in which one or more of such objects or purposes are forbidden by law, to limit the object or objects or purpose or purposes as are not forbidden by the law thereof in any certificate or application to do business therein.

The objects and purposes specified in each subparagraph of Paragraph 2 shall, unless otherwise expressly provided, be in no wise limited by reference to, on inference from the terms of any other subparagraph of Paragraph 2, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing in this Paragraph 2 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 of banking or that of a trust company, or the business of insurance.

SECTION THREE. Corporate Powers.

The corporation shall have the following powers:

(a) The corporation shall have the capacity to act possessed by natural persons.

(b) The corporation shall have and may exercise the powers given corporations by the terms and provisions of the "Alabama Business Corporation Act", as amended and by any other law of the State of Alabama as if such powers were set forth in full herein.

(c) The objects and purposes set forth in Paragraph 2 shall be construed as powers as well as objects and purposes, and the corporation shall have and may exercise such powers as if such powers were set forth in full herein.

(d) The corporation shall have and may exercise all powers and shall enable it to do each and every thing necessary, suitable, convenient, expedient or proper for the accomplishment of any or all of the purposes and the attainment of any or all of the objects set forth in Paragraph 2.

(e) The corporation shall have and may exercise all powers set forth in any other Paragraph of the Certificate of Incorporation.

SECTION FOUR. Principal Office.

The location of the principal office of the corporation in the State of Alabama shall be in the City of Alabaster, County of Shelby.

SECTION FIVE. Capital Stock.

The total number of shares of stock which the corporation shall have authority to issue shall be One Thousand (1000) shares of common stock of the par value of One (\$1.00) Dollar per share. The corporation will begin business with One Thousand (\$1,000.00) Dollars fully paid for as shown by the subscription list hereinafter set out.

SECTION SIX. Subscription Agent.

The name and post office address of the officer designated by the incorporators to receive subscriptions to the capital stock is:

Ronald C. Griggs
1238 9th Avenue, S.W.
Alabaster, Alabama 35007

The location and mailing address of the initial registered office is 1238 9th Avenue, S.W., Alabaster, Alabama 35007, and the initial registered agent at that address is Ronald C. Griggs.

SECTION SEVEN. Incorporators.

The name and post office address of the incorporator and the number of shares subscribed for by each is as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Ronald C. Griggs	1238 9th Avenue, S.W. Alabaster, Alabama 35007	1000

SECTION EIGHT. Officers and Directors.

The names and post office address of the officers and directors chosen for the first year are as follows:

<u>NAME</u>	<u>OFFICE</u>
Ronald C. Griggs 1238 9th Avenue, S.W. Alabaster, Alabama 35007	President and Director
Steve Savage 1031 Winter Haven Circle Alabaster, Alabama 35007	Vice President and Director
Cathy Griggs 1238 9th Avenue, S.W. Alabaster, Alabama 35007	Secretary-Treasurer and Director

SECTION NINE. Duration.

The period for the duration of the corporation shall be perpetual.

SECTION TEN. Management.

For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation, and regulation of the powers of the Corporation and its directors and stockholders, it is further provided:

1. Size of Board. The number of directors shall be as specified in the By-Laws of the Corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than three (3) Directors and they need not be stockholders.

2. Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Alabama, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what times and places, and under what conditions and regulations the accounts and books of the Corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books or documents of the Corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the Stockholders of the Corporation;

(c) To authorize and issue, without stockholder consent, obligations of the Corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the Corporation, including after-acquired property;

(d) To determine whether any and, if so, what part, of the earned surplus of the Corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the Corporation to be reserved as working capital or for any other lawful purpose;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the Corporation, and to fix the amount of profits to be shared or distributed and to determine the persons to participate in any such plans and the amount of their respective participations.

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board.

(h) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;

(i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation, subject, nevertheless, to the provisions of the laws of the State of Alabama, of these Articles of Incorporation, and of the By-Laws of the Corporation.

3. Interested Directors. No contract or transaction between this Corporation and any of its directors, or between this Cor-

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poration and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the Corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm, association, or legal entity, or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed to or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall with disclosure of the director's or directors' interest, be submitted for the approval or ratification "of" the stockholders.

4. Indemnification of Directors and Officers. Each person who shall serve as a director or officer of this Corporation shall be indemnified by the corporation against all costs and expenses reasonably incurred by or imposed upon him, in connection with or resulting from any action, suit, or proceedings to which he is, or may be made a party, by reason of his being or having been a

director or officer of the corporation (and including settlements made with a view to curtailment of litigation costs in amounts approved by the Board of Directors but not including any case where, in the opinion of counsel for the Corporation, the directors or officers are liable, whether or not such person is a director or officer at the time such settlement is effected), at the time such costs or expenses are incurred by or imposed upon him, except in relation to matters as to which he shall be finally adjudged in such action, suit, or proceeding to be liable or to have been negligent, guilty of misconduct, or otherwise derelict in the performance of his duty as such officer or director. The right of indemnification herein provided shall not be exclusive of other rights to which such person may be entitled as a matter of law.

SECTION ELEVEN. Special Provisions.

1. Holders of common stock shall be entitled to one vote for each and every share of stock standing in his, hers or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

2. This corporation may from time to time issue its shares of stock for such consideration as may be fixed from time to time by the Board of Directors and may receive in payment thereof in

whole or in part cash, labor done, personal property, or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares not be liable for any further payment in respect thereof.

3. Every holder of the common stock of the corporation shall have the preemptive right to purchase his proportion of the issuance of any class of stock, including treasury shares, according to the proportion of his holding of common stock, at such price, which may be in excess of par value, determined by the Board of Directors. The corporation and its stockholders are hereby authorized to enter into any agreements restricting the sale, transfer, or encumbrance of the capital stock of the corporation, or the voting right relative thereto.

4. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall

not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

5. The corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

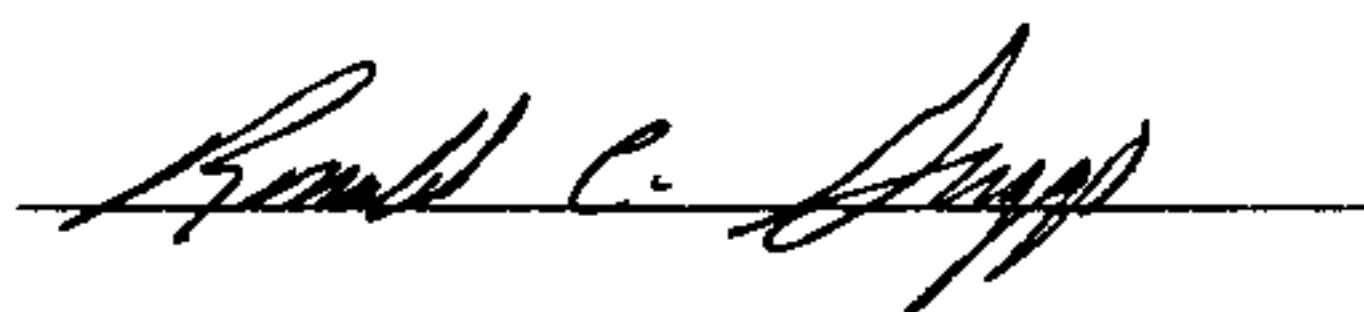
6. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the stockholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every stockholder thereof, to the same extent as if such statute had been in force as the date of the making and filing of this Certificate of Incorporation.

7. The corporation reserves the right to amend, alter, change, or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officers, directors and stockholders herein are granted subject to this reservation.

8. Attached hereto is a statement of Ronald C. Griggs, the person authorized by the incorporators to receive subscriptions to the Capital Stock of the corporation, showing the amount of Capital Stock of the corporation subscribed for and the amount thereof which has been paid in. There is also attached hereto a true and correct copy of the subscription list of said corporation showing the amount of Capital Stock subscribed for by each of said Incorporators and the manner in which such subscriptions are provided to be discharged.

WHEREFORE, the incorporators file this, their Certificate, and tender to the Probate Judge of Shelby County, Alabama, the lawful fees and charges, and pray that this Certificate may be examined and approved, and that this corporation may be deemed to be incorporated for the purposes herein set out.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their signatures to this Certificate of Incorporation this the 8TH day of JULY, 1983.



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EXHIBIT "A"

STATE OF ALABAMA)

SHELBY COUNTY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared Ronald C. Griggs, whose name is signed hereto and who is known to me, and who by me first duly sworn deposes and says:

That he is the person authorized by the Incorporators of G & G Janitorial Service & Supply Co., Inc. to receive subscriptions to the Capital Stock of said corporation;

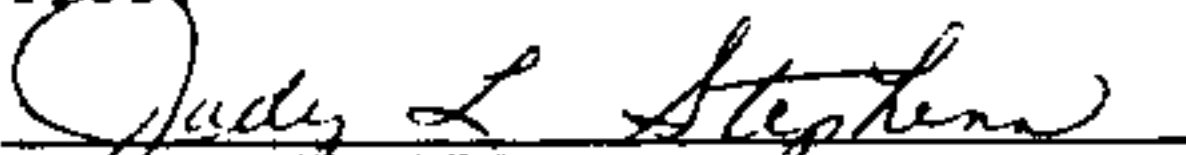
That the amount of Capital Stock which has been paid in property, contracts for services, or cash, is One Thousand (\$1,000.00) Dollars, for;

That a true copy of the subscription list of Capital Stock of said Corporation and the price paid in property, contracts for services, or cash therefor by each subscriber is attached hereto, marked "Exhibit B" and made a part hereof;

And that affiant holds in his possession, as the property of said Corporation, said property, contracts for services, or cash, for delivery to said Corporation, upon completion of the organization thereof.


RONALD C. GRIGGS

Subscribed and sworn to before
me this 8th day of July,
1983


NOTARY PUBLIC

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EXHIBIT "B"

SUBSCRIPTION LIST OF THE CAPITAL STOCK OF
G & G JANITORIAL SERVICE & SUPPLY CO., INC.

We, the undersigned, do respectfully subscribe for and agree to take and pay for the number of shares in Common Stock, par value of One (\$1.00) Dollar per share of capital stock set opposite our respective signatures hereto.

IN WITNESS WHEREOF, each of the undersigned subscribers has signed his name hereto, all opposite the number of shares subscribed for by each of the undersigned, this the 8TH day of JULY, 1983.

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<u>Name</u>	<u>No. of Shares</u>	<u>Amount Paid In</u>
<u>Ronald C. Griggs</u> RONALD C. GRIGGS	1000	\$1,000.00



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 _____

G & G Janitorial Service & Supply 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 G & G Janitorial Service & Supply 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 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.

April 18, 1983 expires 8-17-83
Date Don Siegelman
Don Siegelman Secretary of State

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State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

G & G JANITORIAL SERVICE & SUPPLY CO., INC.

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 G & G JANITORIAL SERVICE & SUPPLY CO., INC., 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 G & G JANITORIAL SERVICE & SUPPLY CO., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of JULY, 19 83.

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

Thomas A. Jenkins, Jr.
Judge of Probate

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2600

JUDGE OF PROBATE

