

ARTICLES OF INCORPORATION  
OF  
HORTONS GEAR, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Hortons Gear, Inc.

SECOND: The period of it's duration is perpetual.

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

a. For the repair, maintenance, fabrication, production of commercial gears, metal or non-metal gears, hammermills, bearing races, hammers, shovels, buckets and related drag line equipment.

b. To purchase, exchange, lease, hire or otherwise hold, own, improve, manage, operate, let, sale, convey, mortgage, personal or real property of any type whatsoever.

c. To transact any and all lawful business for which corporations may be incorporated under the Laws of Alabama.

d. To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, or other work related to the commercial gear business and/or other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

e. 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 obligations or

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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, manages, improve, repair, recognize or otherwise have an interest in or deal with all, or any part of, or any interest in, such properties, assets, business, good will and rights, to sell, lease, exchange, 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.

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f. 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, devises, formulate, technical or business information, including trade secrets, knowhow, processes, improvements and modifications thereof, letters of patent and all rights connected therewith or appertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications of origin and ownership, franchises, licenses, 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.

g. To exercise every power incidental to engaging in the gear business, or related businesses and given to corporations generally

by the Laws of Alabama.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1000 shares of common stock par value \$1.00 per share.

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

SIXTH: The address of the initial registered office of the corporation is: Hilltop Apartments, Apt. 2-I, Centreville, Alabama 35042 and the name of it's initial registered agent at such address is: Melba Jane Abston.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one (1), and the name and address of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

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NAME	ADDRESS
Melba Jane Abston	Hilltop Apartments Apartment 2-I Centerville, Alabama 35042

EIGHTH: The name and address of each incorporator is:

NAME	ADDRESS
Melba Jane Abston	Hilltop Apartments Apartment 2-I Centerville, Alabama 35042

Dated 10-10-83

*Melba Jane Abston*  
Melba Jane Abston



# 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 \_\_\_\_\_

Hortons Gear, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Hortons Gear, 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.

October 18, 1983 - expires 2-16-84

Date

Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION OF

HORTONS GEAR, 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 HORTONS GEAR, 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 HORTONS GEAR, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of OCTOBER, 1983.

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
CERTIFICATE WAS FILED  
1983 OCT 27 AM 11:01

Thomas A. Jowles, Jr.

Judge of Probate

Thomas A. Jowles, Jr.  
JUDGE OF PROBATE

Recd 25.00  
Ind 1.00  
26.00

