

428  
ARTICLES OF INCORPORATION  
OF  
ANDICO INC.

STATE OF ALABAMA )

SHELBY COUNTY )

TO THE HONORABLE JUDGE OF PROBATE, THOMAS A. SNOWDEN:

The undersigned Emmett Donald Anderson , acting as the incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name and style of the proposed corporation is ANDICO INC.

ARTICLE II

The period of existence of this corporation shall be perpetual.

-1-

*Ralph L. Armstrong*

ATTORNEY AT LAW  
1711 THIRD AVENUE, NORTH  
BESSEMER, ALABAMA 35020

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### ARTICLE III

The purpose of purposes for which the Corporation is are:

(a) To market and sell Air Filter products of all types and kinds; To enter into contracts; To sell and distribute Air Filter products with any person firm or corporation; To own or lease all types of Air Filter equipment, and to engage into any type of business or activity consistant with the performance of selling and marketing Air Filter equipment of all types.

(b) To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objects or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other act or acts, thing or things, incidental to or growing out of or connected with the aforesaid business or powers, or any part or parts thereof: provided, the same is not inconsistent with the laws under which this corporation is organized.

(c) To borrow money, and to make and issue notes, bonds, debentures, obligations, and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise,

without limit as to amount, and to secure the same by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and descriptions; to open and maintain any and all types of bank accounts on behalf of the corporation.

(d) The corporation may make and issue promissory notes or debentures containing provisions deferring the payment thereof until all other classes of debts or obligations of the corporation have been paid or provided for, and making the holders of such debentures inferior in right to other classes of creditors, and providing that other classes of creditors shall be preferred in the payment of their claims to be holders of such debentures, and that, in case of dissolution or liquidation, all creditors of the corporation other than the debenture holder shall be entitled to full payment of their claims before any part of the assets of the corporation shall be applied to the payment of such debentures; such debentures to be in such form and with such provisions as the Board of Directors may prescribe.

(e) To the same extent as natural persons might or could do, purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and any personal or mixed property, and any franchise, rights, licenses, or privileges necessary, convenient, or appropriate

for any of the purposes herein expressed.

(f) To improve, manage, develop, sell, assign, transfer lease, mortgage, pledge, or otherwise dispose of to turn to account or deal with, all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company.

(g) To acquire by purchase, subscription, or otherwise, and to hold for investment or otherwise, and to use, sell assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation in such manner as may be permitted by law; to aid in any manner any corporation whose stocks, bonds, or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested; to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations or to do any acts or things designed for any such purpose, and while the owner of any such stock, bonds or other obligations to exercise all the rights, powers, and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest, or both, of any bonds or other obligations, and the performance of any contracts.

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(h) The company shall have powers to conduct and carry on its business, or any part thereof, and to one or more offices, and to exercise all or any of its corporate powers and rights in the State of Alabama, and in the various other states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in all of any foreign countries.

(i) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes of otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to all things specified in Title 10, Section 10-2-160, Code of Alabama, 1975, as amended and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinbefore set forth to the same extent and as fully as natural person might or could do, either alone or in connection with other persons, firms, associations or corporations, and in any part of the world.

(j) To conduct the affairs and to exercise the powers of the corporation and to conduct the business of the corporation outside the territorial United States.

#### ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred (100) shares of common stock of the parvalue or Ten and no/100 (\$10.00) each, and the corporation shall begin business with One Hundred (100) shares of the Capital stock.

#### ARTICLE V

The dates on which the stockholders annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and their powers shall be fixed by the By-laws of the Corporation. Officers may be created by the By-laws and filled by the Board of Directors. The Corporation shall have the power to make By-laws for the government and regulation of the Corporation, its agents, servant, officers and employees.

#### ARTICLE VI

The address of the initial registered office of the Corporation is Route 1 Box 175 Harpersville, Alabama 35078, and the name of its initial registered agent at its address is Emmett Donald Anderson..

#### ARTICLE VII

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 the shareholders or until their successors are elected and qualified.

Emmett Donald Anderson

Route 1 Box 175  
Harpersville, Alabama 35078

ARTICLE VIII

The name and address of the incorporator is:

Emmett Donald Anderson

Route 1 Box 175  
Harpersville, Alabama 35078

ARTICLE IX

The name and address of the officer is:

Emmett Donald Anderson

2337 Farley Terrace  
Birmingham, Alabama 35226

IN WITNESS WHEREOF, the undersigned incorporator,  
Emmett Donald Anderson, has subscribed his name to the Articles  
of Incorporation this the 1<sup>st</sup> day of  
October 1984.

  
EMMETT DONALD ANDERSON

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# 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

Andico, Inc.

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

September 20, 1984 - expires 1-19-85

Date

*Don Siegelman*

Don Siegelman

Secretary of State



# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF  
ANDICO, 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 ANDICO, 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 ANDICO, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 9th day of NOVEMBER, 19 84.



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

*Thomas A. Brundage, Jr.*

Judge of Probate

1984 NOV -9 PM 12: 39

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

*Rec* 35.00  
*Jud* 1.00  
36.00