

1020

SPECIAL MEETING OF THE BOARD OF DIRECTORS

OF

ATLAS INDUSTRIAL PAINTERS, INC.

A meeting of the board of directors of Atlas Industrial Painters, Inc., was held at the office of the corporation, 2048 Valleydale Terrace, Pelham, Alabama 35244, on November 19, 1984, at 12:00 noon.

All of the directors were present, McRay Gingo acted as chairman and Donna M. Lombard served as secretary.

The Board of Directors received the following resolution:

BE IT RESOLVED that the corporation authorize the issuance of 1,000 shares of a preferred series of stock. Said preferred series shall have a par value of \$100.00 per share. Said preferred class of stock shall be non-voting stock. In the event of the liquidation or dissolution of the corporation said preferential stock shall be redeemed by the corporation before dividend is returned to the holders of common shares. Said preferred class of stock shall be redeemable by the corporation at a redemption price of \$10.00 per share. Said preferred class of stock shall receive dividends in such amounts as the board of directors shall authorize from time to time. Said preferred class of stock shall receive dividends prior to the payment of dividends to the holders of common stock. No sinking fund shall be required for the redemption or purchase of said preferred class of shares. The corporation shall not be required to redeem said preferred class of stock. Said preferred class of stock shall not be convertible.

Upon unanimous approval of all directors of the corporation the foregoing

THOMAS E. REYNOLDS
301 TITLE BUILDING
2030 3RD AVE. NO.
BIRMINGHAM, ALABAMA 35203

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resolution was approved.

There being no further business to come before the board the meeting was adjourned.

Murray Linger
CHAIRMAN OF THE BOARD

Cherrie Dale Niven
SECRETARY OF THE BOARD

STATEMENT OF ISSUANCE OF PREFERRED SERIES OF STOCK
OF

ATLAS INDUSTRIAL PAINTERS, INC.

1. The name of the corporation is Atlas Industrial Painters, Inc.
2. A copy of the resolution of the board of directors establishing and designating the series of preferred stock, and fixing and determining the relative rights and preferences thereof is attached hereto.
3. Said resolution was adopted by the board of directors on
November 19, 1984.
4. Said resolution was duly adopted by the board of directors.

Donna Lombard
PRESIDENT

Cherrie Dale Niven
SECRETARY

VERIFICATION

I, Donna Lombard, President of Atlas Industrial Painters, Inc., do hereby verify that I as president and Cherrie Dale Niven as secretary have voluntarily executed the foregoing Statement of Issuance of Preferred Series of Stock in our official respective capacities as president and secretary of Atlas Industrial Painters, Inc., and I do hereby certify that the information contained therein is true and correct.

Donna Lombard
PRESIDENT

Cherrie Dale Niven
SECRETARY

SWORN to and subscribed before me this the 19th day of November, 1984.

NOTARY PUBLIC

"My Commission Expires 2-1-87"

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WAIVER OF NOTICE

The undersigned directors of Atlas Industrial Painters, Inc., do hereby waive notice of the time, place and purpose of the special meeting of the board of directors of the corporation set for November 19, 1984 at 12:00 noon.

We do hereby consent to the directors acting upon a proposed resolution to establish a new class of preferred stock and to fix and determine the relative rights and preferences thereof and to authorize the issuance thereof and to determine the terms and conditions and consideration for which it shall be issued.

This the 19th day of November, 1984.

McRay Gingo
MCRAY GINGO, Director

Cherrie Dale Nevins
CHERRIE NEVINS, Secretary

RECORDING FEES

Recording Fee	\$ <u>10.00</u>
Index Fee	<u>1.00</u>
TOTAL	<u>11.00</u>

STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1984 NOV 21 AM 9:06

Thomas J. [unclear]
JUDGE OF THE COURT

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