

STATE OF ALABAMA)
SHELBY COUNTY)

ARTICLES OF INCORPORATION
OF
PROFESSIONAL EXTERMINATING CO., INC.

KNOW ALL MEN BY THESE PRESENTS,

That for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Alabama and more particularly of Chapter 2 A of Title 10 of the Code of Alabama 1975, as last amended, the undersigned, Clifton Terry Jones, desiring to become a body corporate, has agreed upon and adopted this Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

FIRST: The name of the corporation is PROFESSIONAL EXTERMINATING CO., INC.

SECOND: The period of its duration of this corporation is perpetual.

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

(a) To engage in the business of the extermination of insects, rodents and other vermin and other functions related thereto.

(b) To buy, trade, and sell, at retail and at wholesale, any and all goods and products which may be necessary or desirable in the furtherance of said business.

(c) To purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.

(d) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(e) To undertake and carry on any business, transactions, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, merchantile, industrial and other business works, contracts, undertakings and operations.

(f) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, bills of exchange and other obligations, and to mortgage, pledge, and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(g) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount, and to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, alone or in company with others.

(h) And generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and

carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred (100), consisting of one class of common stock with the par value of Ten Dollars (\$10.00) per share.

FIFTH: Provisions for the regulation of internal affairs of the corporation shall be set forth in the by-laws of the corporation.

SIXTH: The address of the initial registered office of the corporation is P.O. Box 156, Shelby, Alabama 35143, and the name of its initial registered agent at such address is Clifton Terry Jones.

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

Clifton Terry Jones, P.O. Box 156, Shelby, Alabama 35143

EIGHTH: The name and address of the incorporator is:

Clifton Terry Jones, P.O. Box 156, Shelby, Alabama 35143

NINTH: The name and address of the initial officers of the corporation is as follows:

Clifton Terry Jones, P.O. Box 156, Shelby, Alabama 35143 - President


James Timothy Curtis, P.O. Box 424, Columbiana, Al. 35051 - Secretary

Clifton Terry Jones, P.O. Box 156, Shelby, Alabama 35143 - Treasurer

TENTH: (A) The Board of Directors shall have power to alter, amend and repeal the by-laws of the Corporation or adopt new by-laws for the corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend, or repeal any by-law which establishes the number of directors, the time or place of stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(B) The stockholders may alter, amend, repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any annual meeting or at a special meeting called for the purpose, and all by-laws made by the directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seals on this 22 day of February, 1985.

 (SEAL)
Clifton Terry Jones (Incorporator)



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 _____

Professional Exterminating Company, Inc.

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

February 7, 1985 - expires 6-8-85

Date

Don Siegelman

Don Siegelman

Secretary of State



State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

PROFESSIONAL EXTERMINATING 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 PROFESSIONAL EXTERMINATING 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 PROFESSIONAL EXTERMINATING CO., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of

FEBRUARY, 1985

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

1985 FEB 25 PM 3:53

Thomas A. Henderson, Jr.

Judge of Probate

Thomas A. Henderson, Jr.
JUDGE OF PROBATE

