

648
CERTIFICATE OF INCORPORATION

OF
MASTIN CLEVELAND & ASSOCIATES, INC.

TO THE HONORABLE JUDGE OF PROBATE IN
AND FOR SHELBY COUNTY, ALABAMA

We, the undersigned natural persons of the age of twenty-one years or more, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is MASTIN CLEVELAND & ASSOCIATES, INC.

SECOND

The period of its duration is perpetual.

THIRD

The objects and purpose of said corporation shall be to engage in engineering services, also to engage in other business activities as may be authorized by law. The said corporation shall possess all of the powers necessary to conduct the said business or businesses to carry out the objects herein expressed, and all those expressly conferred upon corporations or enumerated in Title 10, Section 1, et seq., of the Code of the State of Alabama, together with all powers bestowed upon such corporation under any of the laws of the State of Alabama, as well as those necessarily implied.

WILLIAM MASTIN CLEVELAND
741 DIVIDING RIDGE DR
B'ham, AL 35244

FOURTH

The location of the principal office of the corporation shall be
741 Dividing Ridge Drive, Birmingham, Alabama 35244.

FIFTH

The total capital stock of the corporation shall be TWO THOUSAND
(\$2,000.00) DOLLARS, divided into two hundred (200) shares of common stock,
each share to have a par value of TEN (\$10.00) DOLLARS. The corporation shall
begin business with a paid capital stock of ONE THOUSAND (\$1,000.00) DOLLARS.

SIXTH

The name and post office address of the initial registered agent and
initial registered office are William Mastin Cleveland, 741 Dividing Ridge
Drive, Birmingham, Alabama 35244.

SEVENTH

The name and address of the incorporators and the number of shares sub-
scribed by each is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>NUMBER OF SHARES</u>
William Mastin Cleveland	741 Dividing Ridge Drive Birmingham, Alabama 35244	98 shares
Richard W. Bonds	3442 Hartwood Circle Apt. 125 Birmingham, Alabama 35216	1 share
Carolyn H. Watson	2142 Patton Street Birmingham, Alabama 35226	1 share

EIGHTH

The number of directors constituting the initial Board of Directors of

the corporation are three and the names and addresses of the persons who are to serve as directors until the first annual meeting of the stockholders or until their successors are elected and shall qualify are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
William Mastin Cleveland	741 Dividing Ridge Drive Birmingham, Alabama 35244
Richard W. Bonds	3442 Hartwood Circle Apt. 125 Birmingham, Alabama 35216
Carolyn H. Watson	2142 Patton Street Birmingham, Alabama 35226

NINTH

The name and address of the officers of the corporation duly chosen for the first year are:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>	<u>OFFICE</u>
William Mastin Cleveland	741 Dividing Ridge Drive Birmingham, Alabama 35244	President
Richard W. Bonds	3442 Hartwood Circle Apt. 125 Birmingham, Alabama 35216	Vice-President
Carolyn H. Watson	2142 Patton Street Birmingham, Alabama 35226	Secretary-Treasurer

TENTH

The corporation powers shall be exercised by the Board of Directors except as otherwise provided by Statute or by this Certificate of Incorporation or By-Laws adopted in Amendment herein.

ELEVENTH

Attached hereto and made a part hereof is a statement under oath made by the person designated by the incorporators to receive subscriptions to the

capital stock of the corporation, which statement sets out a copy of the subscription contract, the amount of stock subscribed and paid for by each incorporator.

IN WITNESS WHEREOF, we, the incorporators undersigned have hereunto set our hands and seals on this the 1 day of JULY, 1985, at Birmingham, Alabama.

William Mastin Cleveland

William Mastin Cleveland

Richard W. Bonds

Richard W. Bonds

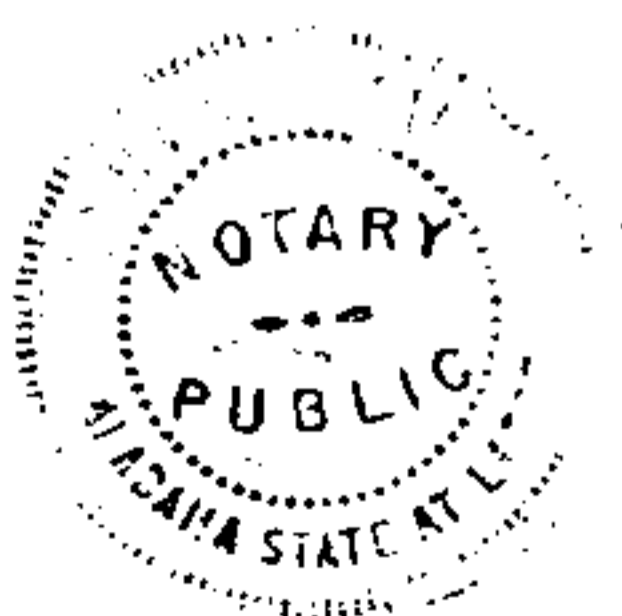
Carolyn H. Watson

Carolyn H. Watson

Sworn to and subscribed before me the persons whose signatures appear above, on this the 1 day of July, 1985.

Louis A. Letanovsky
Notary Public

My Commission Expires November 9, 1988



STATE OF ALABAMA)
)
SHELBY COUNTY)

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared William Mastin Cleveland, who is known to me and who having been first duly sworn, deposes and says:

That he is the person authorized by the incorporators of MASTIN CLEVELAND & ASSOCIATES, INC. to receive and collect subscriptions to the capital stock of said corporation;

That the attached copy of the subscription list to the capital stock of said proposed corporation, marked Exhibit "A" is true and correct;

That the total amount of said subscriptions has been paid over to him by the said subscribers in the manner and form provided in the subscription list, subscribers and subscriptions being as follows:

<u>NAME</u>	<u>AMOUNT</u>	<u>NUMBER OF SHARES</u>
William Mastin Cleveland	\$980.00	98 shares
Richard W. Bonds	10.00	1 share
Carolyn H. Watson	10.00	1 share

I do further certify that I have received in cash and other property from the said subscribers ONE THOUSAND (\$1,000.00) DOLLARS in cash and other property, being payment in full for the shares subscribed.

WITNESS my hand and seal on this the 1 day of July, 1985.

William Mastin Cleveland
William Mastin Cleveland

Sworn to and subscribed to before me

on this the 1 day of July, 1985

Louis A. Letanovsky
Notary Public
My Commission Expires November 6, 1985



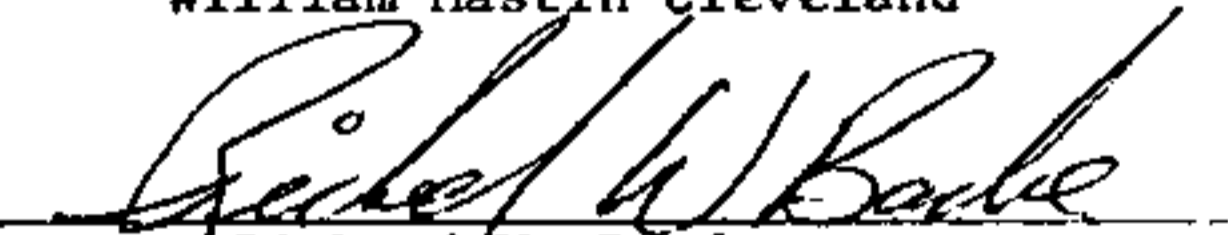
PLAN TO OFFER - SECTION 1244 STOCK

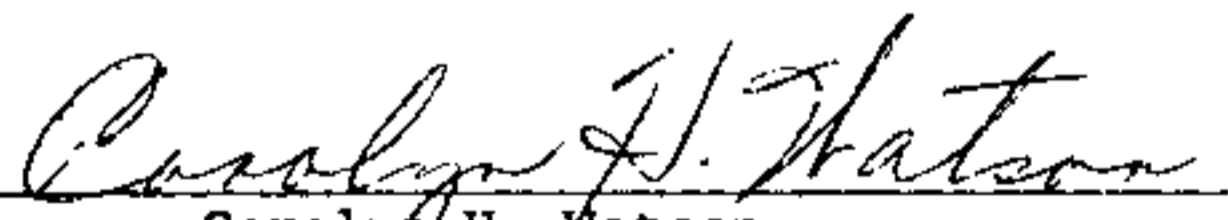
WHEREAS, the incorporators of MASTIN CLEVELAND & ASSOCIATES, INC. wish to form a corporation to be called MASTIN CLEVELAND & ASSOCIATES, INC., and wish to issue initial capital stock of Two Hundred (200) shares of common stock, authorized by a Certificate of Incorporation, and

WHEREAS, it is further deemed desirable that the offer of sale and issue of each shares be carried out in such a manner that in the hands of qualified shareholders, such shares will receive the benefits of Section 1244 of the Internal Revenue Code 1957; and

WHEREAS, this corporation to be formed is a small business corporation as defined in Section 1244 (C) (2) of the Internal Revenue Code of 1954; and the directors, after the Certificate of Incorporation is filed, are hereby authorized and directed to offer for sale and to sell and to issue up to Two Hundred (200) shares of common stock in the amount of \$2,000.00 at \$10.00 per share, payable in cash or other property (other than stock or securities) during the period from the date hereof to thirty (30) days hereafter, or to the date when this corporation shall make a subsequent offering of any stock whichever shall occur first.


William Mastin Cleveland


Richard W. Bonds


Carolyn H. Watson

RESOLVED, that whereas the Board of Directors wished to offer for sale and issue 200 shares of its common stock authorized by the Certificate of Incorporation, and,

WHEREAS, it is further deemed desirable that the offer, sale and issuance of such shares be effectuated in such a manner that qualified shareholders may receive benefits of Section 1244 of the Internal Revenue Code, and,

WHEREAS, there is not now outstanding any offering or portions thereof of the corporation to sell or issue any of its stock, and,

WHEREAS, this corporation is a small business corporation as defined in Section 1244 (C) (2) of the Internal Revenue Code.

NOW THEREFORE, be it resolved that the president of this corporation and such other officers as he may designate be and hereby are authorized and directed to offer to sale and to sell and issue up to Two Hundred (200) shares of the common stock of this corporation, and the total dollar amount of such stock to be not more than \$2,000.00 at \$10.00 per share, payable in cash or other property (other than stock or security) during the period from the date hereof to thirty (30) days hereafter or to the date when this corporation shall make a subsequent offer of any stock, whichever shall first occur.

There being no further business to come before the meeting and a motion that the meeting be adjourned having been made, seconded and unanimously carried the chairman declared the meeting adjourned.

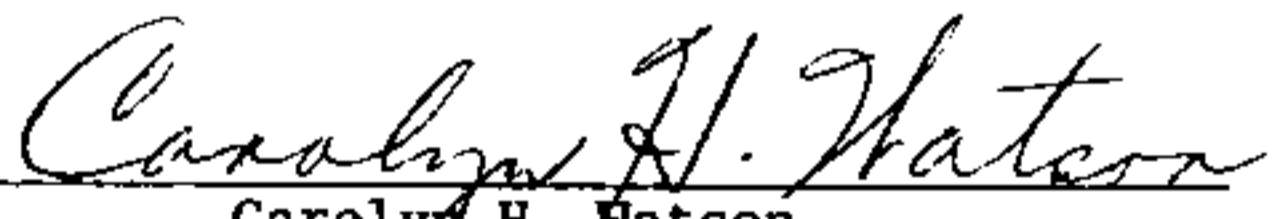

Carolyn H. Watson

EXHIBIT "A"

Subscription List of the Capital Stock of

MASTIN CLEVELAND & ASSOCIATES, INC.

In the Process of Organization under the

Laws of the State of Alabama

* * * * *

Birmingham, Alabama

July 1, 1985

We, the undersigned, do hereby subscribe for the number of shares of the capital stock of MASTIN CLEVELAND & ASSOCIATES, INC. set opposite our names below, and agree to pay therefore upon the call of the person designated to receive these subscriptions the amount set opposite our name below for said shares, payable in cash and other property.

<u>NAME</u>	<u>NUMBER OF SHARES</u>
William Mastin Cleveland	98 shares
Richard W. Bonds	1 share
Carolyn H. Watson	1 share

William Mastin Cleveland
William Mastin Cleveland

Richard W. Bonds
Richard W. Bonds

Carolyn H. Watson
Carolyn H. Watson



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 _____

Mastin Cleveland & Associates, Inc.

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

June 28, 1985 - expires 10-27-85

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

MASTIN CLEVELAND & ASSOCIATES, 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 MASTIN CLEVELAND & ASSOCIATES, 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 MASTIN CLEVELAND & ASSOCIATES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of JULY, 1985.



STATE OF ALABAMA
I CERTIFY THAT
THIS IS A TRUE AND
CORRECT COPY

1985 JUL 12 PM 12:52

Thomas A. Franklin, Jr.

Judge of Probate

Rec 35.00
Jwd 1.00
36.00