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CERTIFICATE OF INCORPORATION  
OF

CAHABA VALLEY ENERGY SAVING SERVICES  
CO., INC.

STATE OF ALABAMA)  
SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

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I, the undersigned, desiring to form a corporation under the laws of the State of Alabama, do hereby adopt the following Certificate of Incorporation.

ARTICLE 1

NAME

The name of the Corporation shall be Cahaba Valley Energy Saving Services Co., Inc.

ARTICLE 11

PURPOSE

The purposes for which the Corporation is formed are to do any and all things hereinafter set forth, to the same extent as natural persons might or could do as partmer, principal or agent, namely;

1. To buy, sell and install in homes or commercial buildings all energy saving devices of all kinds, character and description.

Henry R. Salemi  
7302 - 1st Co. No.  
B.A. Co. 5206

2. To acquire, own, mortgage, rent, develop, and otherwise deal in and dispose of real and personal property.

3. To acquire the goodwill, franchises, rights, property, stock, and assets of any kind and all kinds and to assume or undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed upon and to pay for same in any manner authorized by the Board of Directors of the Corporation;

4. To make, accept, endorse, guarantee, execute and issue promisory notes, bills of exchange, bonds, debentures, or other obligations from time to time, with or without security, in real or personal property.

5. To borrow money and raise money for the business of the Corporation in any manner as the Board of Directors may determine necessary;

6. To engage in any transaction involving real or personal properties;

7. To carry out the purposes hereinabove set forth, the Corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to the following:

8. To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purposes pertaining to its business;

9. To issue, purchase, take, receive, or otherwise acquire, hold,

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own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, as to the extent of its capital surplus available thereof;

10. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations, or other entity, to the extent that such guaranties are made in pursuance to the purposes set forth in this Article;

11. To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other purpose which the Director may deem advantageous for the Corporation, the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them;

12. To negotiate all contracts in the regular course of business, including the purchase, sale and exchange of real and personal property for the Corporation for such considerations and upon such terms as the President deems best for the best interest of the Corporation and to borrow money for and in behalf of the Corporation. The President shall execute and deliver all deeds, mortgages, leases, contracts, releases and other instruments to this this Corporation is authorized to become a party. In the exercise of this authority no action shall be required by the Board of Directors. All deeds, mortgages and other

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instruments which by general practice are attested, shall be attested by the President. The absence of the corporate seal from any document shall not affect its validity even though its affixing may be recited. The President is empowered to authorize and cause to be executed deeds, mortgages, liens and other conveyances for all or any part of the real and personal property of the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, conferred by laws of the State of Alabama.

ARTICLE 111

REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the Corporation shall be Route 1, Box 452, Helena, Alabama 35080.

The registered agent shall be Robert L. Williams 111, Route 1, Box 452, Helena, Alabama 35080.

ARTICLE 1V

CAPITAL STOCK

The total amount of the authorized capital stock of the Corporation shall be 1,000 shares of common stock at the par value of \$1.00 each, being \$1,000.00 authorized stock. The Corporation shall begin business with capital of \$1,000.00 composed of 1,000 shares of capital stock with a par value of \$1.00 per share, all of which has been subscribed and paid in.

ARTICLE V

AGENT TO RECEIVE SUBSCRIPTIONS

The name and post office address of the Agent designated by the Incorporator to receive subscriptions to the capital stock of this Corporation is Robert L. Williams III, Route 1, Box 452, Helena, Alabama 35080.

ARTICLE VI

INCORPORATOR, DIRECTOR, OFFICERS

The number of Directors constituting the initial Board of Directors is one and the names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until the successors are elected or shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Robert L. Williams III	Route 1, Box 452 Helena, Alabama 35080

ARTICLE VII

DURATION

The duration of the Corporation shall be perpetual.

ARTICLE VIII

BYLAWS

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 the powers and duties of the officers shall be fixed by the bylaws of the Corporation. The Stockholders

shall the power to make bylaws for the regulation and government of the Corporation, its agent, servants, officers, and for all other purposes not in conflict with the laws of the State of Alabama.

ARTICLE VIII

SUBSCRIPTION LIST AND AGENTS STATEMENT

Attached hereto and marked Exhibit "A", made a part hereof, and incorporated herein by reference, is a Statement Under Oath of Robert L. Williams III, the person designated by the Incorporator to receive subscriptions to the capital stock of said Corporation showing the amount of capital stock of said Corporation which has been paid in; and the Exhibit "B", attached hereto, made a part hereof, and incorporated herein by reference, is a true and correct copy of the Subscription List showing the amount of the capital stock subscribed for by the said Incorporator and the amount in which the same is distributed and has been paid.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, does hereby subscribe his name this 26<sup>th</sup> day of February, 1986.

Robert L. Williams III  
ROBERT L. WILLIAMS III

EXHIBIT "A"

STATEMENT UNDER OATH RELATIVE TO SUBSCRIPTIONS TO

CAHABA VALLEY ENERGY SAVING SERVICES CO., INC.

A PROPOSED CORPORATION

STATE OF ALABAMA)  
JEFFERSON COUNTY)

Before me, Barbara H. Salemi, a Notary Public, in and for said County, in said State, personally appeared Robert L. Williams 111, who being by me first duly sworn, deposes and says as follows:

That he is the Agent or person designated by the Incorporator of Cahaba Valley Energy Saving Services Co., Inc., a proposed corporation, to receive subscriptions to the capital stock of said Corporation;

That, as shown by the Subscription List, herebo annexed, and marked Exhibit "B", the amount of capital stock paid in is \$1,000.00, which said amount is all of the stock subscribed for, and is the minium amount required by law;

That said \$1,000.00 has been paid in cash to affiant as such Agent for the said Incorporator and none of the capital subscribed for has been paid by contracts in writing calling for the performance of stipulated labor or services nor for the performance or transfer or conveyance of property.

Robert L. Williams 111  
ROBERT L. WILLIAMS 111

SWORN TO AND SUBSCRIBED before me, this 26<sup>th</sup> day of February, 1986.

Barbara H. Salemi  
NOTARY PUBLIC  
My Commission Expires 5-86

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EXHIBIT "B"

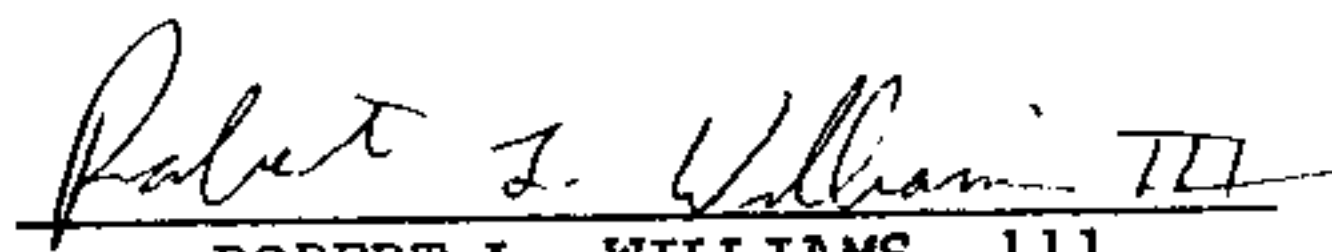
SUBSCRIPTION LIST TO CAPITAL STOCK OF

CAHABA VALLEY ENERGY SAVING SERVICES CO., INC.

A PROPOSED CORPORATION

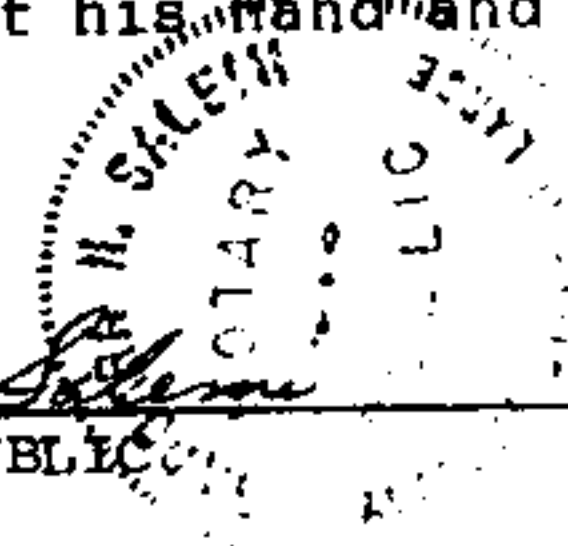
STATE OF ALABAMA)  
JEFFERSON COUNTY)

I, the undersigned, do hereby severally subscribe for 1,000 shares of common stock, in the amount of \$1,000.00 and payable in cash, said stock to be issued by an Alabama Corporation to be named Cahaba Valley Energy Saving Services Co., Inc., such stock being of the par value of \$1.00 per share. It is further understood and agreed by the Incorporator that such stock will be paid for by the undersigned as the Incorporator of said Alabama Corporation upon the formation of same.

  
ROBERT L. WILLIAMS, III

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 26<sup>th</sup> day of February, 1986.

  
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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 \_\_\_\_\_

Cahaba Valley Energy Saving Services Co., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Cahaba Valley Energy Saving Services Co., 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 \_\_\_\_\_. 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.

January 14, 1986- expires 5-15-86

Date

Don Siegelman

Secretary of State

# State of Alabama

Shelby

County

## CERTIFICATE OF INCORPORATION

OF

Cahaba Valley Energy Saving Services 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 Cahaba Valley Energy Saving Services 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 Cahaba Valley Energy Saving Services Co., 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 February, 1986.

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

1986 FEB 27 AM 8:54

THOMAS A. JENNINGS, JR.  
JUDGE OF PROBATE

Thomas A. Jennings, Jr.  
Judge of Probate

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