

1862

STATE OF ALABAMA)
Shelby
JEFFERSON COUNTY)

ARTICLES OF INCORPORATION
OF
BETHEA INTERNATIONAL, INC.

TO THE HONORABLE JUDGE OF PROBATE

The undersigned, Tracy R. Hall, Katherine D. Bozeman, and Sue W. Taylor, acting as incorporators of a corporation under the Alabama Business Corporation Act, as amended, adopt the following Articles of Incorporation for such corporation:

1. The name of the corporation is:

BETHEA INTERNATIONAL, INC.

2. The period of said corporation's duration is perpetual.

3. The objects and purposes for which the corporation is formed are:

(a) The purpose for which said corporation is created is to manufacture and sell utility equipment.

(b) To engage in and conduct any or all lawful business undertakings for which corporation may be incorporated under the Alabama Business Corporation Act, as amended now and hereafter, except the business of banking, that of a trust company, and that of an insurance company.

(c) To acquire, by purchase, contribution to capital, lease, or any other lawful method, all such machinery, equipment, fixtures and other facilities as may be necessary or desirable in the conduct of any portion of any business which shall be entered into or conducted by the corporation.

(d) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, real property of any kind, class, interest or type, wheresoever situated, and to exercise, carry out and enjoy any

W. Wheeler Smith
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license, power, authority, concession, right or privileges which any corporation may take or grant.

(e) To manufacture, 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 every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letter patent of the United States or any foreign country, patent rights, license and privileges, inventions, improvements, processes, formulas, methods, copyrights, trademarks and trade names, know-how, and trade secrets, relating to or useful in connection with any business, objects or purposes of this corporation.

(g) To engage in the business of exploiting natural resources, to search, prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances and manufacture, sell and dispose of such substances, and to refine such substances and manufacture, sell and dispose of products and by-products derived therefrom.

(h) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(j) To acquire the good will, rights, assets and properties, and to undertake and assume the whole or any part of the

liabilities, or any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise, any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(k) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by the way of mortgage, pledge, transfer, assignment or otherwise, or real and personal property of every nature and description, or by way of guaranty, or otherwise.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(m) To sell, lease, exchange, mortgage or otherwise dispose of, in any lawful manner, all such parcels of real or personal property as may be owned or acquired, or in which the corporation shall acquire any interest in the operating of its business.

(n) To purchase (by means of tender, direct purchase, bids in the marked or otherwise), take receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares or stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation, shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares unless, prior to the acquisition of any such shares, the Board of Directors of the Corporation (or any committee authorized to exercise the powers of the Board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(o) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interest therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such

property and loans and all interest in and claims affecting same.

(p) To purchase, take, receive, redeem, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own share of stock, and its bond, debentures, notes, scrip, or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.

(q) To enter into any plan or project for the assistance and welfare of its employees.

(r) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(s) To have on or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United State, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(t) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture, or other person, whatsoever, in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the corporations, associations or persons, (1) which owns stock in this corporation, or (2) which owns stock in another corporation which owns stock in this corporation, or (3) in which this corporation owns stock, or (4) in which another corporation owns stock which also owns stock in this corporation, or (5) in which any one or more persons who own stock in this corporation also own stock, or (6) which or who has entered into any contractual arrangement

pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation in the conduct of any joint venture or enterprises, or in the use of common facilities or services.

(u) To carry on any other business in connection with the foregoing.

(v) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural 1 persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

(w) To have and to exercise every power, right an immunity which is conferred upon corporations organized under the laws of the State of Alabama under Chapter 2, Title 10, Code of Alabama, 1975.

The foregoing clause, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and its is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. 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 in any of its branches.

4. The total number of shares of stock which the corporation shall have authority to issue shall be 1,500 shares of common stock at no par value per share.

5. No shareholder shall be entitled as a matter of right to subscribe for, purchase or receive additional share of stock of any class of the corporation, whether now or hereafter authorized, or any bonds, debentures, or other securities convertible into or exchangeable for shares.

6. The address of the initial registered office of the corporation is Crosscreek Trail, Pelham, Alabama 35124, and the names of the initial registered agents at such address are W. Wheeler Smith.

7. The number of directors constituting the initial Board of Directors of the Corporation is three and the names and addresses of the persons who are to serve as Directors until the first annual meeting of the shareholders or until their successors shall be elected and qualified are Tracy R. Hall, Crosscreek Trail, Pelham, Alabama; Katherine D. Bozeman, Crosscreek Trail, Pelham, Alabama, and Sue W. Taylor, Crosscreek Trail, Pelham, Alabama.


8. The names and addresses of the incorporators are Tracy R. Hall, Crosscreek Trail, Pelham, Alabama; Katherine D. Bozeman, Crosscreek Trail, Pelham, Alabama, and Sue W. Taylor,

Crosscreek Trail, Pelham, Alabama.

IN WITNESS WHEREOF, the undersigned incorporators have
hereunto subscribed their signature to these Articles of
Incorporation this the 16th day of February, 1988.


TRACY R. HALL


KATHERINE D. BOZEMAN


SUE W. TAYLOR



STATE OF ALABAMA

I, Glen Browder, 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 Bethea International Inc. is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Bethea International Inc.

BOOK 032 PAGE 556 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 5, 1987 - expires 6-6-87
Date

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

BETHEA INTERNATIONAL, 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 BETHEA INTERNATIONAL, INC., duly signed pursuant to the provisions 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 BETHEA INTERNATIONAL, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 23rd day of FEBRUARY, 19 87

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

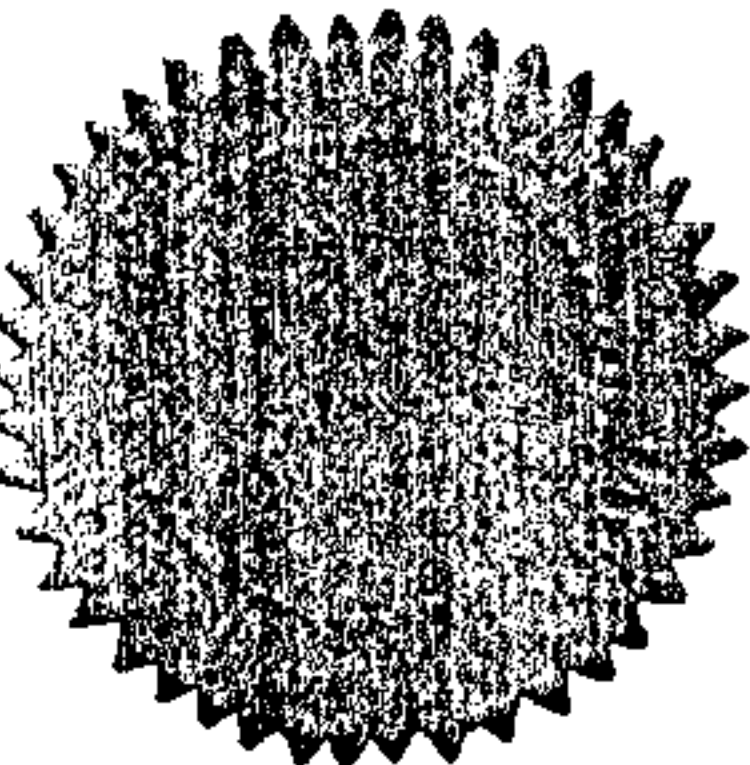
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Thomas A. Slaughter, Jr.
JUDGE OF PROBATE

Thomas A. Slaughter, Jr.

Judge of Probate

Rec 35.00
Ind 1.00
36.00



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