

1426 ARTICLES OF INCORPORATION

OF

ALABAMA CASTING, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation. Whenever the plural is referred to herein it shall also be deemed to refer to the singular, and visa versa as the case may be.

ARTICLE I

The name of the corporation shall be "Alabama Casting, Inc.."

ARTICLE II

The period of its duration shall be perpetual.

ARTICLE III

The objects or purposes for which the corporation is organized are:

1. To engage in, conduct, maintain, and operate the business of Alabama Casting, Inc., consisting of aluminum casting of non-ferrous materials, and other related business services.

2. To acquire by purchase, exchange, or otherwise, all or any part of, or any interest in, the properties, assets, business and good will of any one or more persons, firms, associations or corporations heretofore or hereafter engaged in any lawful business for which corporations may be incorporated under the laws of the State of Alabama; to pay for the same in cash, property or its own or other securities; to hold, operate, reorganize, liquidate, sell or in any manner dispose of the whole or any part thereof; and in connection therewith, to assume or guarantee performance of any liabilities, obligations or contracts of such persons, firms, associations or corporations; and to conduct the whole or any part of any business thus acquired.

3. 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.

4. To carry on its operations and conduct business in any state, the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.

CLEARY, BAILEY, BARRAN, & McDOWELL, P.C.

303 WILLIAMS AVENUE, S.W. • SUITE 118

P.O. BOX 68

MUNTSVILLE, ALABAMA 35804

5. To borrow or raise money without limit as to amount; to sell, grant security interests in, pledge and otherwise dispose of and realize upon book accounts and other choses in action; to make, draw, accept, endorse, discount, execute and issue bonds, debentures, promissory notes, drafts or other obligations of any nature for money so borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation; and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, or pledge of, or conveyance or assignment in trust of, the whole or any part of the property, real or personal, of this corporation.

6. To acquire by purchase, exchange, lease, or otherwise, and to own, improve, hold, use, develop, operate, sell, assign, lease, transfer, convey, exchange, mortgage, grant security interests in, pledge, or otherwise dispose of or deal in and with, real and personal property of every kind, class or description.

7. To subscribe for, purchase, acquire, hold, grant security interests in, pledge, sell, exchange, or otherwise dispose of, securities (which term includes, without limitation of the generalities thereof, any shares of stock, bonds, debentures, notes, mortgages or other evidences of indebtedness or equity interests, issued or created by any persons, firms, associations, corporations, or governments or subdivisions thereof, and any certificates, receipts or other instruments representing rights to receive, purchase, or subscribe for the same); to make payment therefore in any legal manner; and to exercise any and all rights, powers and privileges of ownership in respect thereof 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 the State of Alabama.

8. From time to time to provide and carry out, and to revise, amend, alter, change or abolish, a plan or plans for the participation by all or any of the employees, including directors and officers, of this corporation in the profits of this corporation or of any branch or division thereof, as part of this corporation's legitimate expenses, and for the furnishing to such employees and persons or any of them, at this corporation's expense, medical services, insurance against accident, sickness or death, pensions during old age, disability or unemployment, education, housing, recreation, or other similar aids for their relief or general welfare, in such manner and upon such terms and conditions as may be determined by the Board of Directors.

9. To enter into any partnership, limited or general, as limited or general partner, or both, and to enter into any other arrangement for sharing of profits, with any corporation, association, partnership, entity, person, or governmental, municipal or public authority, domestic or foreign, in carrying on of any business in which this corporation is authorized to engage or any business or transaction deemed necessary,

convenient or incidental to carrying out any of the purposes of this corporation.

10. 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 persons might or could do, as principal, agent, contractor or otherwise, either alone or in conjunction with any persons, 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 the laws that may be now or hereafter applicable or available to this corporation, and to transact any or all lawful business for which corporations may be incorporated under the laws of the State of Alabama.

The foregoing clauses, 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, all in addition to those powers specifically conferred upon the corporation by law, and it 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.

#### ARTICLE IV

or → P.O. 76

#### REGISTERED OFFICE AND REGISTERED AGENT

The location of the initial registered office of the corporation in the State of Alabama shall be Highway 25 South, Montevallo, County of Shelby, Alabama, and the name of its initial registered agent at such address is James E. Nabors.

#### ARTICLE V

#### CAPITAL STOCK

The aggregate authorized capital stock shall be Two Thousand Dollars (\$2,000.00) divided into Two Thousand (2,000) shares of common stock of the par value of One (\$1.00) Dollar per share. All such capital stock shall be non-assessable.

The amount of paid-in capital stock with which the corporation shall begin business shall be Nine Hundred Ninety-nine and no/100 (\$999.00) Dollars, all fully paid for and non-assessable.

ARTICLE VI

OFFICERS AND DIRECTORS

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 and officers for the first year or until their successors are duly elected and qualified are as follows:

NAME	ADDRESS	OFFICE
James E. Nabors	Highway 25, South Montevallo, Alabama 35115	President, and Director
William T. Walker	Highway 25, South Montevallo, Alabama 35115	Vice-President, Secretary, and and Director
Larry Thomas Horton, Sr.	Highway 25, South Montevallo, Alabama 35115	Vice-President, Treasurer, and Director

ARTICLE VII

INCORPORATORS AND SHARES

The names and addresses of the incorporators and the number of shares subscribed for by them are as follows:

NAME	ADDRESS	NUMBER OF SHARES
James E. Nabors	Highway 25, South Montevallo, Alabama 35115	333
William T. Walker	Highway 25, South Montevallo, Alabama 35115	333
Larry Thomas Horton, Sr.	Highway 25, South Montevallo, Alabama 35115	333

ARTICLE VIII

BY-LAWS AND MANAGEMENT

The corporation shall have power to make By-laws for the government of the affairs of the corporation, its directors, officers, and agents, and for all other purposes not inconsistent with the certificate of incorporation or the laws of the State of Alabama. The initial By-laws of the corporation shall be adopted by the stockholders. The management and control of said is hereby vested in its Board of Directors who are authorized to

do and perform all acts incidental to the management of said corporation and who shall meet at least once a year as prescribed by the By-laws of the corporation.

#### ARTICLE IX

##### STOCK PREEMPTION

Before the holder of any share of stock in the corporation shall offer same for sale to any other party, he or she shall first offer same for sale to the corporation by offer in writing setting forth the price for which same is offered and the corporation shall have thirty days following receipt of such offer within which to tender the price at which the stock is offered. Upon failure of the corporation to tender such amount within said time, the holder shall thereupon offer his shares equally to the stockholders indicating a desire to purchase said stock and the shareholders shall have thirty additional days following receipt of such offer within which to tender the price at which the stock is offered. Upon failure of the corporation or the stockholders to tender such amount within the prescribed periods, the holder shall thereupon be free to sell the stock to any other party, but not at any price less than at which offered to the corporation and stockholders without first again offering the stock to the corporation at such reduced price for an additional thirty days and thereafter to the stockholders at such reduced price for an additional thirty days.

#### ARTICLE X

##### SUBSCRIPTION OFFICER

The name and address of the officer designated by the incorporator to receive subscriptions to the capital stock of the corporation is James E. Nabors, Highway 25, South, Montevallo, Shelby County, Alabama.

IN WITNESS WHEREOF, I have hereunto set my hand, this the 22<sup>nd</sup> day of April, 1989.

Incorporators:  
ALABAMA CASTING, INC.

James E. Nabors  
James E. Nabors  
President and Director

William T. Walker  
William T. Walker  
Vice-President, Secretary, and  
Director

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BOOK

Larry Thomas Horton Sr.  
Larry Thomas Horton, Sr.  
Vice-President, Treasurer, and  
Director

STATE OF ALABAMA     )  
                              :  
COUNTY OF SHELBY    )

I, the undersigned Notary Public in and for said County in said State, hereby certify that James E. Nabors, whose name is signed to the foregoing Articles of Incorporation, and is known to me, acknowledged before me on this day that being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal this 22<sup>nd</sup> day of April, 1989.

Caroline Lightfoot  
Notary Public  
My Commission Expires: 6/3/91

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038 STATE OF ALABAMA     )  
COUNTY OF SHELBY    )

I, the undersigned Notary Public in and for said County in said State, hereby certify that William T. Walker, whose name is signed to the foregoing Articles of Incorporation, and is known to me, acknowledged before me on this day that being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal this 22<sup>nd</sup> day of April, 1989.

Caroline Lightfoot  
Notary Public  
My Commission Expires: 6/3/91

STATE OF ALABAMA     )  
                             :  
COUNTY OF SHELBY    )

I, the undersigned Notary Public in and for said County in said State, hereby certify that Larry Thomas Horton, Sr., whose name is signed to the foregoing Articles of Incorporation, and is known to me, acknowledged before me on this day that being informed of the contents of the Articles of Incorporation, he executed the same voluntarily on the day the same bears date.

GIVEN under my hand and seal this 22<sup>nd</sup> day of April, 1989.

Caroline Lightfoot  
Notary Public  
My Commission Expires: 6/3/91



# 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 Alabama Casting, Inc. is reserved

as available based only upon an examination of the corporation records on file in this office for the exclusive use of Alabama Casting, 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.

March 14, 1989 - expires - 7-13-89  
Date

Glen Browder  
Glen Browder Secretary of State



# State of Alabama

SHELBY County

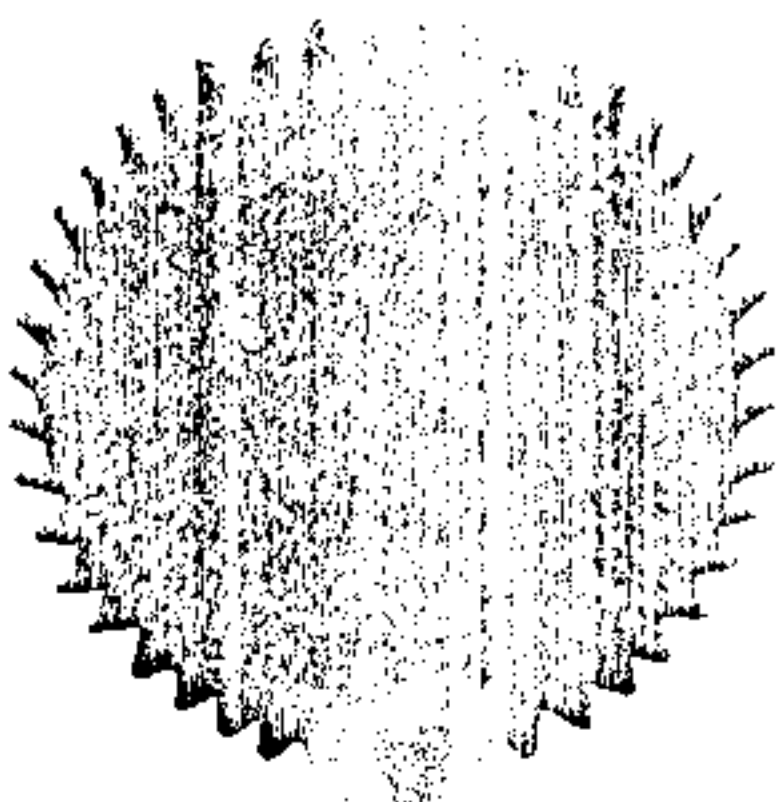
## CERTIFICATE OF INCORPORATION OF

ALABAMA CASTING, 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 ALABAMA CASTING, 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 ALABAMA CASTING, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 26th day of APRIL, 1989



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

89 APR 26 AM 8:41

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

*Thomas A. Snowden, Jr.*  
Judge of Probate

Rec 35.00  
Jud 1.00  
36.00