

ARTICLES OF INCORPORATION

950

OF

PRODUCTS SOURCES, INC.
(A Close Corporation)

The undersigned, acting as incorporators under the Alabama Business Corporation Act (Code of Alabama 1975, Sec. 10-2A-1, et seq.), adopt the following Articles of Incorporation for Products Sources, Inc. which shall be a close corporation as provided in Code of Alabama 1975, Sec. 10-2A-300, et seq.

I.

The name of the corporation is Products Sources, Inc.

II.

The period of the duration of the corporation shall be perpetual.

III.

The purposes for which the corporation is organized are:

1. To manufacture and sell machinery, supplies and equipment to be used in the water treatment industry.

2. To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, doing and performing all of the acts and enjoying all the powers conferred by the general laws of the State of Alabama and by Code of Alabama 1975, Sec. 10-2A-20 as it may from time to time be amended.

IV.

The aggregate number of shares which the corporation shall have authority to issue shall be 1000 shares with a par value of \$1.00 per share.

V.

Provisions for the regulation of the internal affairs of the corporation are:

JAMES H. WEAVER, JR., ATTORNEY
1029 SO. 23RD STREET
BIRMINGHAM, ALABAMA 35205

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1. Transfer of shares is restricted, as noted conspicuously on such shares, with the restriction obligating any holder of such share to offer the corporation (first), or thereafter to any other holder of shares (secondly), a prior opportunity for purchase or acquisition to be exercised within a reasonable time.

2. Other provisions for the regulation of the internal affairs of the corporation are to be set forth in the By-Laws of the corporation.

VI.

The address of the initial registered office of the corporation shall be at P. O. Box 380128, Birmingham, Alabama (6606 Cahaba Valley Road, Birmingham, Alabama 35238). The initial registered agent for the corporation at such address shall be Charles W. Matthews.

VII.

The business of the corporation shall be managed by the Directors of the corporation. The names and addresses of the shareholders (who are all of the subscribers to shares of the corporation) who will also constitute the initial Board of Directors at the first annual meeting of shareholders are:

NAME	POSITION WITH CORPORATION	% STOCK OWNERSHIP	ADDRESS
Charles W. Matthews	Chairman, Board of Directors/Vice-Pres. Incorporator	51%	P.O. Box 380128 Birmingham, Al
Cynthia M. Davidson	President/Director/Incorporator	48%	P.O. Box 380128 Birmingham, Al
Alice I. Matthews	Secretary/Treasurer/Director/Incorporator	1%	P.O. Box 380128 Birmingham, Al

VIII.

All of the corporation's issued shares of stock, exclusive of treasury shares, shall be held of record by not more than thirty persons. It shall be a close corporation under Code of Alabama 1975, Sec. 10-2A-300 et seq. Stock in the corporation shall be "Section 1244 Stock" as defined by IRC 1244(c) (i) as amended and this shall be a "Small Business Corporation" as

defined by IRC Sec. 1244(c) (i).

For the purpose of determining the number of holding of record of stock of this corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

The information of the corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

This the 1 day of August, 1989.

Charles W. Matthews
Charles W. Matthews

Cynthia M. Davidson
Cynthia M. Davidson

Alice I. Matthews
Alice I. Matthews

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STATE OF ALABAMA

I, Perry A. Hand, 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 _____
Products Sources, Inc. _____ is reserved as available based

only upon an examination of the corporation records on file in this office for the exclusive use of
Products Sources, 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.

August 4, 1989- expires 12-03-89

Date

Perry A. Hand

Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Products Sources, 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 Products Sources, 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 Products Sources, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of September, 19 89



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

89 SEP 13 PM 12:25

Thomas A. Shouder, Jr.
JUDGE OF PROBATE

Thomas A. Shouder, Jr.
Judge of Probate

1. Deed Tax \$ _____
2. Mig. Tax _____
3. Recording Fee 35.00
4. Indexing Fee 3.00
TOTAL 38.00