

3127

ARTICLES OF INCORPORATION  
OF  
JENKINS SPRINKLER SYSTEMS, INC.

STATE OF ALABAMA  
COUNTY OF SHELBY

The undersigned, whether one or more, in order to form a Corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

ARTICLE I

NAME

The name of the Corporation is:  
Jenkins Sprinkler Systems, Inc.

ARTICLE II

DURATION

The Corporation shall have a perpetual existence unless dissolved in accordance with the law.

ARTICLE III

REGISTERED OFFICE/INITIAL  
REGISTERED AGENT

The location and mailing address of the Corporation's registered office, and the name of its initial registered agent at such address are:

NAME OF INITIAL  
REGISTERED AGENT

William Jenkins

ADDRESS

2643 Buttewoods Dr.  
Birmingham, Alabama  
35243

BOOK 040 PAGE 99

Stella E. Tiftany  
3932 A Crosshadow Dr.

**ARTICLE IV**

**PURPOSES**

(1) The purposes for which this corporation is organized is the transaction of any and all lawful business for which corporations may be organized under the Alabama Business Corporation Act including but not limited to:

To engage in and carry on all business, work and services related to the installation, sale, service and maintenance of water sprinkler and irrigation systems.

(2) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by Statute or general rules of law, this corporation shall have the following powers in addition to others hereafter conferred by laws:

a. To purchase, acquire, take, receive, own, hold, improve, use, sell, convey, assign, exchange, trade, transfer, release, mortgage, encumber, pledge, lease, hire, and deal in real and personal property or any interest therein of any kind or character, wherever situated.

b. To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class of business specifically enumerated among the purposes of this corporation; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection therewith or incidental thereto.

c. 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, and to exercise, carry out and put to use any license, power, authority, concession, franchise, letters patent of the United States or any foreign country, patent rights, processes, formulae, know-how methods, copyrights, trademarks, tradenames, or any other right or privilege, and to grant licenses or rights in any of the foregoing and to make or grant any of the foregoing which any corporation can make or grant.

d. To acquire and pay for in cash, bonds or stock of this corporation or otherwise, the goodwill, rights, assets and properties of any person, firm, partnership, association, trust, estate, or corporation and to undertake, assume, or enter into contracts of guaranty or indemnity with respect to the whole or any part of the obligations or liabilities of any such person, firm, association, trust, estate or corporation; to hold, or 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 any such business, whether or not such business is directly or indirectly related to any class of business specifically enumerated among the purposes of this corporation.

e. To acquire, by purchase, subscription or otherwise, and to own, hold, sell, trade, exchange, lend, hypothecate, assign, deposit in escrow, pledge, mortgage, encumber, transfer or otherwise dispose of, invest in, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests (whether general or limited), mortgages or securities executed or issued by the government of the United States or by any person or individual, partnership, firm, association, trust, investment company, corporation, or otherwise, whether public or private and whether organized and existing under the laws of Alabama or any other state or foreign country, and to issue and exchange for any or all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, , partnership interests, mortgages, or other securities the stocks, stock rights, bonds, debentures, evidences of indebtedness or other securities of this corporation, and this corporation shall have the express power to hold, sell, assign, transfer, mortgage, pledge, encumber, deposit in escrow, lend, hypothecate, trade or otherwise dispose of all or any part of its interest in any such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, investment contracts, puts, calls, stock rights, participations, partnership interests, mortgages or securities so acquired by it, 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 or of such rights of ownership involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation and whether or not the exercise of such rights of

ownership and retention of such property involves a sharing or delegation of control over the business or property of this corporation with or to persons other than the board of directors of the corporation.

f. 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 way of mortgage, pledge, transfer, assignment, creation of security interest in or otherwise of income, or real and personal property of every nature and description, or by way of guaranty or otherwise

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

h. To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trust, or otherwise.

i. To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer, reissue or cancel the same.

j. To endorse, or otherwise guarantee, or obligate itself for, or enter into any indemnity agreement with respect to, or pledge or mortgage all or any part of its properties for the payment of the principal or interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performances of any contract, mortgage, or obligation, or the payment of dividends or the redemption or purchase price or liquidation rights of any stock, of any other corporation or association, domestic or foreign, or of any person, firm, partnership or joint venture.

k. To lend money and use its credit to assist its employees, officers, directors, suppliers, customers, subsidiaries or shareholders.

l. To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount or duration, with any person, firm, partnership, trust, estate, association, corporation, state, territory, municipality, country, government, governmental district, body politic, or any subdivision or instrumentality thereof.

BUCK 040 PAGE 102

m. 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 replacing the same and estates and interests 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 interests in and claims affecting the same.

n. To participate with any person, partnership, trust, estate, firm, association, or corporation in any general partnership, limited partnership (whether as general partner or as limited partner, or both), joint venture, syndicate, pool or other association of any kind and to enter into any lawful arrangements for sharing of profits, union of interest, syndication, pooling of interests, reciprocal concession, joint ownership, or cooperation, as partner general or limited), joint venturer, or otherwise, with any person, partnership, trust, estate, firm, association, or corporation, for the purpose of any transaction, undertaking, or arrangement, or the carrying on of any business within the power of a corporation organized under the laws of Alabama, whether or not such participation or this corporation with or to persons other than this corporation's board of directors and whether or not such participation or arrangements involves the conduct, management, participation or ownership of any business not related to any class of business specifically enumerated among the purposes of this corporation.

o. To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other enterprise.

p. To enter into any plan or project for the assistance and welfare of its directors, officers or employees; to pay pensions and establish pension trusts, profit sharing plans, stock bonus plans, stock option plans, medical reimbursement plans, and other incentive plans for any or all of its directors, officers and employees.

q. Subject to the limitations and restrictions imposed by Alabama law or by the law of any other jurisdiction whose law is applicable in the premises, to indemnify any person who was or is threatened to be made a party to any threatened, pending, or investigative, including appeals and including actions by or in the right of the corporation, by

reason of the fact that he or she is was a director, officer, employee or agent of this corporation, or is or was serving at the request of this corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) and (if such action is not by or in the right of the corporation) judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with the defense or settlement of such claim action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or nor opposed to the best interests of the corporation; and to purchase and maintain insurance on behalf of any such person who is or was a director, officer, employee or agent of this corporation or is was serving at the request of the corporation as a director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not this corporation would have the power to indemnify him or her against such liability.

r. To make donations for the public welfare or for charitable, scientific or educational purposes.

s. To transact any lawful business which the board of directors find to be in aid of governmental policy.

t. To have and exercise all powers necessary or convenient to effect its purposes, including its purpose to carry on any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.

#### ARTICLE V

##### CAPITAL STOCK

The total number of Shares of Stock which the corporation shall have the authority to issue shall be One Hundred (100) shares of Common Stock of the par value of One Dollar (\$1.00) per share.

BOOK 040 PAGE 105

ARTICLE VI

BOARD OF DIRECTORS

The initial board of directors shall consist of One (1) persons. The name and addresses of the persons who shall save as directors or directors until the first annual meeting of shareholders of the corporation or until the successor or successors to such director or directors are elected and qualify are:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
William Jenkins	President	2643 Buttewoods Dr. Birmingham, Alabama 35243

ARTICLE VII

INCORPORATORS

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
William Jenkins	2643 Buttewoods Dr. Birmingham, Alabama 35243	100

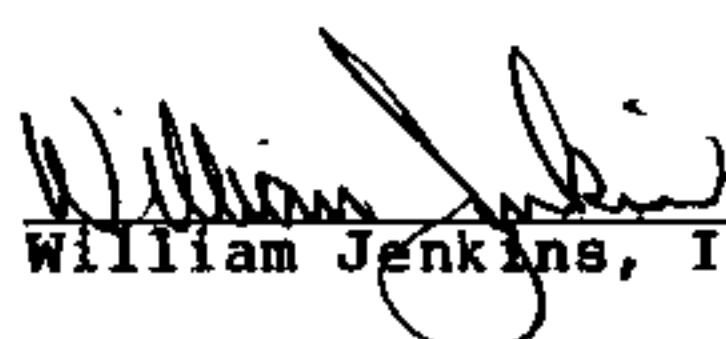
ARTICLE VIII

MEETINGS AND MISCELLANEOUS

The business and affairs of the Corporation shall be under the management and control of the Board of Directors, who shall be elected annually by majority vote of the stockholders of the Corporation. The Board of Directors shall consist of not less than one (1) nor more than (5) Directors.

We the Undersigned, have subscribed our names this 10th day of October, 1989.

This instrument prepared by:  
Stella K. Tipton  
Attorney at Law  
3932-A Crosshaven Dr.  
Birmingham, Alabama 35243

  
William Jenkins, Incorporator



## OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**  
SECRETARY OF STATE

### NAME RESERVATION CERTIFICATE

FOR

**Jenkins Sprinkler Systems, Inc.**

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, based upon an examination of the corporation records on file in this office, the corporate name "Jenkins Sprinkler Systems, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Stella Tipton, 3932A Crosshaven Drive, Birmingham, AL 35243 for a period of one hundred twenty days beginning October 5, 1989 and expiring February 3, 1990.



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 October 5, 1989.

Perry A. Hand  
Secretary of State

BOOK 040 PAGE 106



# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

JENKINS SPRINKLER SYSTEMS, 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 JENKINS SPRINKLER SYSTEMS, 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 JENKINS SPRINKLER SYSTEMS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of OCTOBER, 19 89.

STATE OF ALA. SHELBY  
I CERTIFY THAT  
INSTRUMENT WAS FILED

89 OCT 10 PM 3:59

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Judge of Probate

RECEIVED  
FEE \$ 35.00  
INDEX FEE 3.00  
TOTAL 38.00