

ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF APPLIED FLUID SYSTEMS, INC.
A CLOSE CORPORATION

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

The undersigned, Danny Eugene Hearn, who is over the age of twenty-one (21) years, desiring to organize a body corporate under the laws of the State of Alabama, and being the subscriber to the capital stock of the corporation hereby organized, does make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is Applied Fluid Systems, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

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

(a) To conduct and operate a wholesale and retail sales facility for selling hydraulic and/or pneumatic components for the fluid power industry; to engineer hydraulic and/or pneumatic systems for the fluid power industry and all related activities.

(b) To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

(c) To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinabove set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

(d) To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or by such foreign country; and, in the case of any state, territory, district or possession of the United States, or any foreign country, in which one or more of such purposes which the corporation proposes to carry on in such state, territory, district or possession of the United States, or foreign country, to such purpose or purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

The foregoing clauses, and each phrase thereof, shall be construed as

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objects and purposes of this corporation 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.

5. The location of the principal office of the corporation shall be 3347 Pelham Parkway, Pelham, Alabama 35124.

6. The amount of total authorized capital stock of the corporation shall be Five Thousand Dollars (\$5,000.00), divided into One Hundred (100) shares of common stock having a par value of Fifty Dollars (\$50.00) per share. The amount of paid-in stock with which the corporation shall begin business shall be Five Thousand Dollars (\$5,000.00), divided into One Hundred (100) shares of common capital stock, having a par value of Fifty Dollars (\$50.00) per share.

The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation, or to any other holders of securities of the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books.

For purposes of determining the number of holders of record of the stock of the said corporation, stock which is held joint or common tenant, or by the entities, shall be treated as held by one shareholder.

All of the corporation's issued shares of stock may at no time be held by more than thirty (30) persons.

7. The name and address of the incorporator and the number of shares subscribed by him are as follows:

Danny Eugene Hearn	100 shares
471 Spring Garden Street	
Helena, AL 35080	

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to

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recognize any equitable or other claim to, or interest in, said share on the party of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The location of the initial registered office of the corporation is 3347 Pelham Parkway, Pelham, Alabama 35124.

11. The initial registered agent for the corporation shall be Danny Eugene Hearn.

12. The name and address of the officer who shall hold office until his successors have been duly elected and qualified is as follows:

Danny Eugene Hearn
471 Spring Garden Street
Helena, Alabama 35080

President, Vice-President
Secretary & Treasurer

13. Attached hereto, marked Exhibit "A" and made part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

14. IN WITNESS THEREOF, the undersigned incorporator has hereunto subscribed his name to this Certificate of Incorporation this the 1st day of FEB., 1990.

Danny Eugene Hearn
Danny Eugene Hearn

STATE OF ALABAMA)
COUNTY OF SHELBY)

Sworn to and subscribed to before me this 1st day of FEB., 1990.

[Signature]
Notary Public

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EXHIBIT "A"

SUBSCRIPTION LIST TO THE CAPITAL STOCK

OF

APPLIED FLUID SYSTEMS, INC.

A CLOSE CORPORATION

The undersigned, does subscribe for and agree to pay for the number of shares of common capital stock of Applied Fluid Systems, Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite my signature hereunder, and to pay therefore upon the following manner.

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Danny Eugene Hearn	100	Cash

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND
SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Applied Fluid 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 "Applied Fluid 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 Dan Hearn, P. O. Box 607, Pelham, AL 35124 for a period of one hundred twenty days beginning November 30, 1989 and expiring March 31, 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 November 30, 1989.



Perry A. Hand
Perry A. Hand
Secretary of State

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State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Applied Fluid 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 Applied Fluid 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 Applied Fluid Systems, 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 February, 19 90.

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

90 FEB 13 AM 9:20

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 3.00
38.00