

1708

ARTICLES OF INCORPORATION  
OF  
GUY SIPE & COMPANY, INC.

TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA

The undersigned, acting as incorporator of a corporation  
formed under the pursuant of the laws of the State of Alabama,  
does hereby certify as follows:

FIRST: The name of the corporation is "Guy Sipe &  
Company, Inc."

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation  
is organized are:

(a) Sale of specialty steel products.

(b) To purchase, acquire, hold, improve, sell, convey,  
assign, exchange, release, mortgage, encumber, lease, hire and  
deal in real and personal property of every kind and character.

(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 enjoy any license,  
power authority, concession, right or privilege which any  
corporation may make or grant.

(d) 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 and description, whether or not the same specifically  
pertain to the classes of business above specified; 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 with or incidental thereto.

Drayton R. James, P.C.  
817-Grant Nelson Bldg.  
Birmingham, Al.

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(e) To acquire bonds or stocks of this corporation or otherwise, the good will, right, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(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 herein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the corporation.

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To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds debentures or other evidences of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it and, while the owner thereof, to exercise all the right, 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.

(h) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness or the performance of any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.

(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, corporation, municipality, county, state, territory, government, governmental subdivision, or bond politic.

(j) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or 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 any 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 way of mortgage, pledge, transfer, assignment, or otherwise, of 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 transferrable instruments.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trusts, or otherwise.

(n) To act as agent, jobber, broker or attorney-in-fact in buying, selling and dealing in real and personal property or every nature and description and leases respecting the same and estate and interest therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property and loans and all interests in and claims affecting the same.

(o) 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 or reissue the same.

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

(q) To enter into any lawful arrangements for sharing of profits, union of interest, reciprocal concession, or cooperation, as partner (general or limited), 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 any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(r) To have one 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 States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

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

(t) 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 in any part of the world, as principal, factor, agent, contractor, or otherwise, either along or in connection 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 the laws that may be now or hereafter applicable or available to this corporation.

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

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100) shares of common stock of the par value of Ten Dollars (\$10.00). (\$1.00).

FIFTH: The address of the initial registered office of the corporation is 4927 Appaloosa Trail, Birmingham, Alabama 35242 and the name of its initial registered agent at such address is J. Guy Sipe.

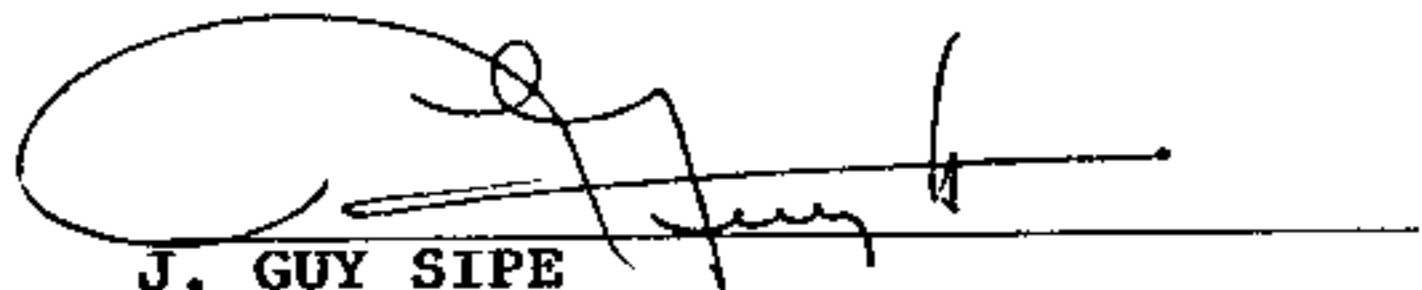
SIXTH: The number of directors constituting the initial Board of Directors of the corporation shall be two and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successor or successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
J. Guy Sipe	4927 Appaloosa Trail Birmingham, AL 35242

SEVENTH: The name and address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
J. Guy Sipe	4927 Appaloosa Trail Birmingham, AL 35242

This the 22 day of July, 1991.

  
J. GUY SIPE

Prepared by:

DRAYTON N. JAMES  
CLARK & JAMES, Attorneys  
817 Frank Nelson Building  
Birmingham, AL 35203  
(205) 322-3636

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# STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Guy Sipe & Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Drayton James, P.O. Box 638, Birmingham, AL 35201 for a period of one hundred twenty days beginning July 16, 1991 and expiring November 14, 1991.

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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.

July 16, 1991

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp', written over a horizontal line.

Billy Joe Camp

Secretary of State

# State of Alabama

Shelby

County

## CERTIFICATE OF INCORPORATION OF

Guy Sipe & Company, 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 Guy Sipe & Company, 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 Guy Sipe & Company, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of July, 19 91.

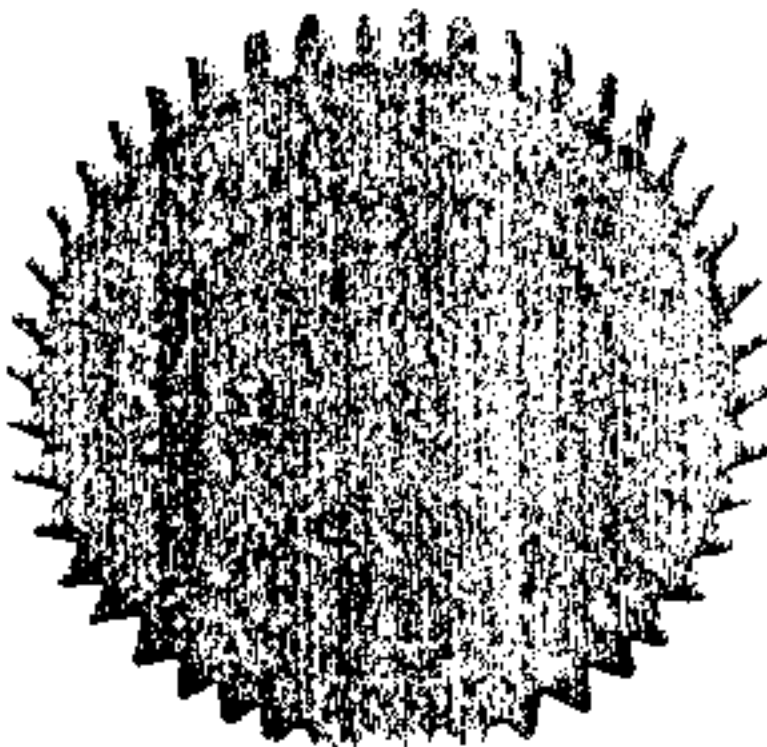
STATE OF ALABAMA  
I CERTIFY THIS  
INSTRUMENT WAS FILED

91 JUL 25 AM 9:18

*Thomas A. Snowden, Jr.*

Judge of Probate

JUDGE OF PROBATE



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