

429
ARTICLES OF INCORPORATION
Stein Engineering Corporation

- Article 1. The name of the corporation is Stein Engineering Corporation.
- Article 2. The period of its duration is perpetual.
- Article 3. The purpose of the corporation is the transaction of any or all lawful business for which corporations may be incorporated.
- Article 4. The aggregate number of shares which the corporation is authorized to issue is one class of 1000 at \$0.25 par value.
- Article 5. The corporation shall be a close corporation as authorized by Section 10-2A-301 of the Code of Alabama - 1975.
- Article 6. All of the corporation's issued stock, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons.

For purposes of determining the number of holders of record of the stock of a close corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

- Article 7. To maintain the status of the corporation as a close corporation, all of the issued stock shall be subject to the following restrictions on transfer.

(a) Each stockholder shall offer to the corporation or to other stockholders of the corporation a thirty (30) day "first refusal" option to purchase his or her stock should he or she elect to sell his or her stock.

(b) Each stockholder proposing a transfer of his or her stock shall obtain consent of the corporation to the proposed transfer.

- Article 8. The mailing address of the initial registered office of the corporation is 6243 Sioux Lane, Birmingham, Alabama 35242. Said registered office is located in Shelby County.

The name of the initial registered agent of the corporation at such address is Charles S. Stein. His business office is identical with the initial registered office of the corporation as set forth above.

- Article 9. The number of directors constituting the initial Board of Directors of the corporation is one (1). The name and address of the director, who shall act until the first annual meeting or until his successor is duly chosen and qualified is:
Charles S. Stein, 6243 Sioux Lane, Birmingham, Alabama 35242.
- Article 10. The name and address of each incorporator is:
Charles S. Stein, 6243 Sioux Lane, Birmingham, Alabama 35242.
- Article 11. The provisions for the regulation of the internal affairs of the corporation are set forth in the bylaws.

Page 2

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IN WITNESS THEREOF, the undersigned incorporator has executed these
Articles of Incorporation.

Charles S. Stein
Incorporator

BOOK 046 PAGE 97-A

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:

Stein Engineering Corporation

This domestic corporation name is proposed to be incorporated in ~~Jefferson~~ ^{Shelby} County and is for the exclusive use of Charles S. Stein, 6243 Sioux Lane, Birmingham, AL 35242 for a period of one hundred twenty days beginning January 3, 1992 and expiring May 3, 1992.



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.

January 3, 1992

Date

A handwritten signature in dark ink, appearing to read 'Billy Joe Camp'.

Billy Joe Camp

Secretary of State

BOOK 046 PAGE 98

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Stein Engineering Corporation

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 Stein Engineering Corporation, 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 Stein Engineering Corporation, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of January, 19 92

Thomas A. Snowden Jr.

Judge of Probate

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

92 JAN -8 AM 11:15

JUDGE OF PROBATE

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3800

