

ARTICLES OF INCORPORATIONOFSTAPLETON CONTROLS, INC.

IN THE OFFICES OF THE JUDGE OF PROBATE OF
SHELBY COUNTY, ALABAMA

The undersigned, being over the age of nineteen (19) years, desiring to become a body corporate under the laws of the State of Alabama, for the purposes of carrying on the business hereinafter stated and set forth, does hereby make and file with Your Honor, as Judge of said Court, these Articles of Incorporation, in accordance with the provisions of the Constitution and Laws of Alabama (specifically under the Alabama Business Corporation Act, Act 80-663, H.81, 1980, Regular Session, Acts of 1980, Page 1094, et seq.), and hereby declares, sets forth and certifies as follows:

1. The name of the corporation is:

STAPLETON CONTROLS, INC.

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

3. The purposes for which the corporation is organized are:

(a) To engage in, conduct, and carry on the business of designing automated controls and custom software for industrial plants and applications, and to render any and all services related thereto;

(b) To transact any and all lawful business for which corporations may be incorporated under Code of Alabama 1975, Title 10, Chapter 2A;

(c) To endorse, guarantee, become a surety with respect to, or otherwise obligate itself for, or without becoming liable therefor, nevertheless, to pledge, or mortgage, all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any agreement, note, debenture, scrip, coupons, contracts, or any other obligations or evidence of indebtedness, or the performance of any contract, or other obligation of any other person, firm, or corporation in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage, or benefit, or any account whatsoever. Irrespective of any other profit, consideration, if any, and irrespective of the relative net worth of such a person, firm, or corporation involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any person, firm, or corporation (1) in whom or in which this corporation owns stock, or (2) who or which owns stock in this corporation, or (3) who or which owns stock in another corporation which owns stock in this corporation, or (4) in whom or in which another corporation owns stock which also owns stock in this corporation, or (5) in whom or in which any one or more persons who own stock in this corporation also own stock, or (6) who or which has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations or endorsement, guarantee, suretyship, or other obligation, with respect to all or any such obligations or evidences of indebtedness or contracts of this corporation, or which may engage with this corporation in the use of common facilities or services.

4. The aggregate number of shares of capital stock which the corporation shall have authority to issue shall be 1,000 having a par value of One Dollar (\$1.00) per share.

5. The location of the initial registered office of the corporation is 1307 Michael Drive, Alabaster, Alabama 35007. The mailing address of the initial registered office of the

corporation is P.O. Box 1921, Alabaster, Alabama 35007. The name of the initial registered agent of the corporation at such street address is Ronald R. Stapleton.

6. The number of directors constituting the initial board of directors is one (1), and the name and post office address of the person who is to serve as director until the first annual meeting of shareholders, or until his successor is elected and qualify, is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald R. Stapleton	P.O. Box 1921 Alabaster, Alabama 35007

7. The name and post office address of the incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Ronald R. Stapleton	P.O. Box 1921 Alabaster, Alabama 35007

IN WITNESS WHEREOF, the undersigned incorporator has
hereunto subscribed his signature to these Articles of
Incorporation on this 15 day of January, 1992.


Ronald R. Stapleton

This instrument was prepared by:

C. John Holditch
3 Office Park Circle
Birmingham, Alabama 35223

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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:

Stapleton Controls, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C. John Holditch, 3 Office Park Circle, Birmingham, AL 35223 for a period of one hundred twenty days beginning September 17, 1991 and expiring January 16, 1992.

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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.

September 17, 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

Stapleton Controls, 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 Stapleton Controls, 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 Stapleton Controls, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 15th day of January, 19 92.

NOTED
I CERTIFY THAT
THIS IS A TRUE COPY

92 JAN 15 PM 3:28

Judge of Probate

Thomas A. [Signature]

