

1288

STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
✓CLEAN-CEIL, INC.
A CLOSE CORPORATION

We, the undersigned, desiring to become a body corporate, do hereby file the following Articles of Incorporation pursuant to the laws of the State of Alabama, and the undersigned Incorporators do hereby make and subscribe their names to these Articles.

ARTICLE I

The name of the corporation shall be "CLEAN-CEIL, INC."

ARTICLE II

This Corporation shall be a close corporation as authorized by the Alabama Business Corporation Act and shall be governed by all laws governing or applicable to such close corporations.

ARTICLE III

The purpose of this Corporation is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

ARTICLE IV

The principal place for the conduct and transaction of the business affairs of this Corporation shall be at 203 Gables Drive, Birmingham, Alabama 35244, and the registered agent at that address is Katherine L. Bland.

ARTICLE V

This Corporation shall commence immediately and shall endure indefinitely or until terminated by law.

ARTICLE VI

All issued shares of stock of this Corporation or otherwise shall be subject to the following restriction on transfer:

(a) For purposes of this Article VI:

(i) A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this Corporation, in whole or in part, shall be referred to as the "offeror";

BOOK 046 PAGE 256

203 Gables Dr.
Birmingham, AL 35244

(ii) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(iii) The shareholders, individually and collectively, of this Corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)."

(b) Any shareholder in this Corporation may, without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this Corporation.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then existing shareholder, the following procedures shall be followed:

(i) The offeror shall furnish and deliver to the Corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

(ii) The offeror shall grant to the Corporation the first option and shall grant to the other shareholders of the Corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.

(iii) The Corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the Corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the Corporation. If all optionees do not elect to purchase their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the Corporation bears to the total percentage of all stock interests in the Corporation held by all of the optionees desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offeror's stock

not aggregating the offeror's entire stock shall be of no effect.

(iv) If the Corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all of the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Article VI.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Article VI of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his or her stock to such purchaser pursuant to said original offer shall terminate.

ARTICLE VII

The aggregate number of shares of stock which the Corporation shall have the authority to issue shall be 100 of common stock of the par value of one dollar (\$1.00) per share. All stock shall be common stock.

ARTICLE VIII

The name and post office address of the agent designated to receive the subscription to said capital stock is Katherine L. Bland, 203 Gables Drive, Birmingham, Alabama 35244.

ARTICLE IX

NAMES AND ADDRESSES OF INCORPORATORS. The names and post office addresses of the Incorporators, and the number of shares of stock subscribed by each, are as follows:

NAME	ADDRESS	NUMBER OF SHARES
Katherine L. Bland	203 Gables Drive Birmingham, Alabama 35244	90
Deborah L. Dille	203 Gables Drive Birmingham, Alabama 35244	10

NAMES AND ADDRESSES OF DIRECTORS. The initial board of directors shall consist of two persons. The names and addresses of the persons who shall serve as directors until the first annual

meeting of the shareholders of the Corporation or until the successors to such directors shall be elected and qualified are:

NAME	ADDRESS
Katherine L. Bland	203 Gables Drive Birmingham, Alabama 35244
Shelia K. Ponder	Post Office Box 181 Haleyville, Alabama 35565

ARTICLE X

The Corporation shall possess all the powers necessary to conduct the business or businesses and carry out the objectives herein expressed and all those expressly conferred upon corporations by the laws of the State of Alabama, as well as those necessarily implied, together with the following additional powers:

(a) To lend money and take security therefor, or to borrow money and give security therefor, on such terms as the Board of Directors may deem proper and advisable.

(b) To purchase, acquire and own shares of its capital stock, or the capital stock of any other corporation.

(c) To engage in business as natural persons may, not inconsistent with the provisions of law pertaining to corporations in the State of Alabama.

ARTICLE XI

All of the corporation's issued shares of all classes, 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 this Corporation, stock which is held in joint or common tenancy or by the entireties shall be treated as held by one shareholder.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names on this the 17th day of January, 1992.

Katherine L. Bland
KATHERINE L. BLAND

Deborah L. Dille
DEBORAH L. DILLE

046 PAGE 259
BOOK

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:

Clean-Ceil, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Debra Dille, 203 Gables Drive, Birmingham, AL 35244 for a period of one hundred twenty days beginning January 14, 1992 and expiring May 14, 1992.

BOOK 046 PAGE 260



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 14, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF CLEAN-CEIL, 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 CLEAN-CEIL, 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 CLEAN-CEIL, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 24th day of JANUARY, 19 92

CLERK OF THE COURT
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

92 JAN 24 PM 1:32

35⁰⁰

300

38⁰⁰

CLERK OF THE COURT
JUDGE OF PROBATE

