

1531

ARTICLES OF INCORPORATION

OF

PUMP & PROCESS EQUIPMENT COMPANY, INC.

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Incorporation:

ARTICLE I

The name of the corporation is Pump & Process Equipment Company, Inc.

ARTICLE II

DURATION

The duration of the corporation is perpetual.

ARTICLE III

PURPOSES

The corporation has been organized for the following purposes:

(1) To market and sell equipment for water and waste water treatment and transfer.

(2) 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.

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

(4) 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,

BOOK 046 PAGE 418

Longshore
1906 City Fed Bldg.
B'ham, Ala 35203

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.

(5) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, 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.

(6) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant license, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, license 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.

046 PAGE 419
BOOK
(7) 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 country, 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 evidence 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 rights, privileges 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.

(8) 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, or any other corporation or association, domestic or foreign, or of any firm, partnership, or joint venture.

(9) 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 body politic.

(10) To acquire the good will, rights, assets and properties, and to undertake the whole of 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.

(11) 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.

(12) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

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

(14) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interest in and claims affecting the same.

(15) 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.

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

(17) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, 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, or 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.

(18) 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.

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

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

(21) To transact any or all lawful business for which corporations may be incorporated under this chapter.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all 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.

ARTICLE IV

AUTHORIZED CAPITAL STOCK

The number of shares which the corporation shall have the authority to issue is 2,000.00 shares and the par value of each share shall be \$1.00 for a total authorized capital of \$2,000.00.

ARTICLE V

REGISTERED OFFICE/AGENT

The location and mailing address of the initial registered office shall be 2410-A Valleydale Road, Birmingham, Alabama 35244 and its registered agent at such address shall be James E. Mulvaney, Jr.

ARTICLE VI

BOARD OF DIRECTORS

The names and addresses of the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
James E. Mulvaney, Jr.	2410-A Valleydale Road Birmingham, Alabama 35244
James E. B. Smith	2410-A Valleydale Road Birmingham, Alabama 35244

ARTICLE VII

INCORPORATOR

The names and addresses of the incorporator are as follows:

<u>NAME</u>	<u>ADDRESS</u>
James E. Mulvaney, Jr.	2410-A Valleydale Road Birmingham, Alabama 35244

ARTICLE VIII

Provisions for the regulation of the internal affairs of the corporation are contained in its Bylaws. Any provision, not inconsistent with the law, for the regulation of the internal affairs of the Corporation or for the restriction of the transfer of shares may be included in the Bylaws.

IN WITNESS THEREOF, the undersigned incorporator has executed these Articles of Incorporation, on this, the 19th day of February, 1992.

James E. Mulvaney, Jr.
JAMES E. MULVANEY, JR.

THIS INSTRUMENT PREPARED BY:
W. L. Longshore, III
LONGSHORE, EVANS & LONGSHORE
1900 City Federal Building
Birmingham, Alabama 35203
(205) 252-7661

BOOK 046 PAGE 422

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:

Pump & Process Equipment Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Billy Longshore, 1900 City Federal Bldg, Birmingham, AL 35203 for a period of one hundred twenty days beginning February 12, 1992 and expiring June 12, 1992.

BOOK 046 PAGE 423



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.

February 12, 1992

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

PUMP & PROCESS EQUIPMENT 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 PUMP & PRODESS EQUIPMENT 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 PUMP & PROCESS EQUIPMENT COMPANY, INC. and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 20th day of FEBRUARY, 19 92

STATE OF ALA. SHELBY CO.
I CERTIFY THAT
DOCUMENT WAS FILED

Thomas A. Snowden, Jr.

Judge of Probate

92 FEB 20 PM 2:23

JUDGE OF PROBATE

Rec 35.00
Jud 3.00
38.00

BOOK 046 PAGE 424