

ARTICLES OF INCORPORATION
OF
ALABAMA WATER, AIR, SOIL ASSESSMENT, INC.

A CLOSE CORPORATION

The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

The name of the corporation is Alabama Water, Air, Soil Assessment, Inc.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is to operate a business for profit and to engage in any and all lawful business activities for which corporation may be incorporated in the state of Alabama.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1000) shares common stock; One and no/100 dollar (\$1.00) par value per share.

ARTICLE V

The provision for the regulation of the internal affairs of the corporation are the By-laws duly adopted by its board of directors.

ARTICLE VI

The address of the initial registered office of the corporation is 388 South River Rd., Shelby, Alabama 35143 and the name of its initial registered agent is G. Daniel Reeves.

Inst # 1993-06491

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SHELBY COUNTY JUDGE OF PROBATE
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ARTICLE VII

The Number of directors constituting the initial board of directors of the corporation is four (4), 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 successors are elected and shall qualify are:

<u>NAME</u>	<u>ADDRESS</u>
Dan Reeves	388 S. River Rd. Shelby Alabama 35143
Hubert Reeves	15679 Hwy 42 Shelby Al. 35143
S. L. Clayton	1725 S. River Rd. Shelby, Alabama 35143
George Holcombe	110 Pitts Dr. Columbiana, Alabama 35051

ARTICLE VIII

The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Dan Reeves	388 S. River Rd. Shelby Alabama 35143
Hubert Reeves	15679 Hwy 42 Shelby Al. 35143
S. L. Clayton	1725 S. River Rd. Shelby, Alabama 35143
George Holcombe	110 Pitts Dr. Columbiana, Alabama 35051

ARTICLE XI

The corporation is a close corporation authorized by 10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

ARTICLE X

Prior to any transfer of restricted securities of the corporation the holder thereof shall be obligated to offer to the other holders of the securities of the corporation an opportunity, to be exercised within a reasonable time, to acquire the said securities. This shall be a right of first refusal and must be offered in writing by the seller to all entities registered as holders by corporate records on the date the said offer is made. Said offer shall be held open for a period of not less than thirty days from the first day that the offer is made unless sooner refused in writing by all registered owners so notified.

ARTICLE XI

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

ARTICLE XII

All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than fifteen (15) persons.

Any amendment to terminate the corporation's status as a close corporation must be approved by a vote of the holders of record of at least one third (1/3) of the shares of each class of stock of the corporation which are outstanding.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

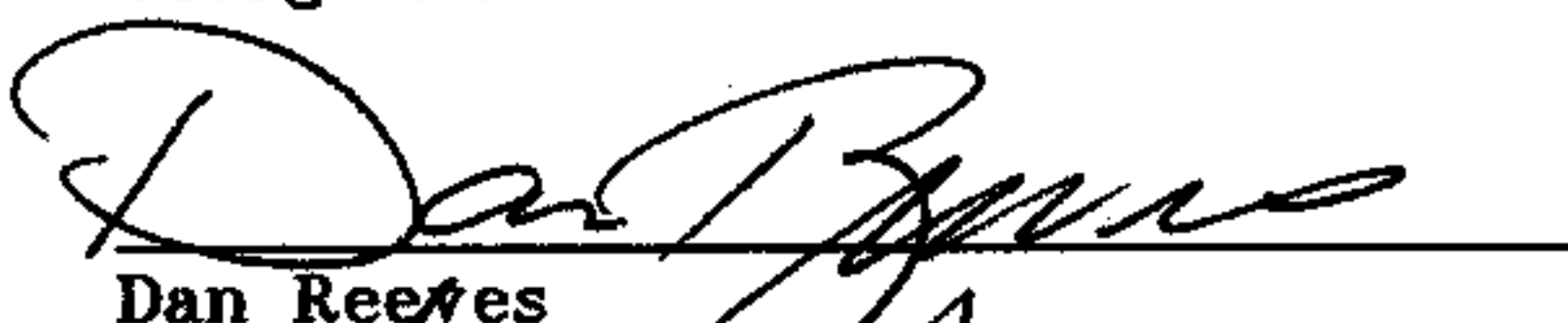
Dated this the 5th day of March 1993.



Sid Clayton



George Holcombe



Dan Reeves



Hubert Reeves

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:

Alabama Water, Air; Soil Assessment, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of G Daniel Reeves, 388 South River Road, Shelby, AL 35143 for a period of one hundred twenty days beginning February 24, 1993 and expiring June 25, 1993.



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 24, 1993

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

ALABAMA WATER, AIR, SOIL ASSESSMENT, 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 ALABAMA WATER, AIR, SOIL ASSESSMENT, 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 ALABAMA WATER, AIR, SOIL ASSESSMENT, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8 day of MARCH, 19 93.

Thomas A. Snowden Jr.

Judge of Probate
Inst. # 03/08/1993-06491

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