## ARTICLES OF INCORPORATION

**OF** 

Contract Drillers, INC.

A Close Corporation

Inst \* 1993-10313 04/15/1993-10313 08:33 AM CERTIFIED SMELBY COUNTY JUDGE OF PROBATE 005 NCD 88.00

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

FIRST: The name of the corporation is Contract Drillers, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is to do geotechnical and environmental drilling into the earth for obtaining specimens, examining soil structure and conditions at various depths beneath the surface and any or all lawful business for which corporations may be incorporated.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue shall be One Thousand (1,000) Shares of common stock having a par value of \$1.00. The record owner of each share shall have one vote in all matters concerning the corporation at all annual and special meetings of the shareholders.

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

Transfers of stock made on the books of the corporation and issuance of a new certificate shall be made only upon approval of the Board of Directors or the granting of a waiver of the required approval. The intent of this Article is to limit the holders of shares of this corporation to those of mutual interest. Should a shareholder desire to sell or otherwise dispose of any of his shares of the corporation he shall make such desire known in writing to the Board of Directors and the Board of Directors shall within one hundred and eighty days find a suitable buyer of the shares at a fair value. In the event the Board of Directors fails

Donald H. Jones

to find a suitable buyer within the prescribed time, such failure shall constitute a waiver of approval and the shareholder may dispose of his stock in any manner and such transfer shall be valid and shall be made on the books of the corporation and a new certificate issued upon the surrender of the certificate therefor properly endorsed.

SIXTH: The mailing address of the initial registered office of the corporation is 49 Manor Loop, Calera, Alabama 35040 and the name of its initial registered agent at such address is Steve Singuefield.

SEVENTH: The initial Board of Directors of the corporation will consist of two directors, and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

Steve Sinquefield, 49 Manor Loop, Calera, Alabama 35040 Paul P. Wright, 6245 Howells Ferry Road, Mobile, Alabama 36608

EIGHTH: The name and address of the incorporators are:

Steve Sinquefield 49 Manor Loop

Calera, Alabama 35040

Paul P. Wright 6245 Howells Ferry Road Mobile, Alabama 36608

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

TENTH: 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.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of the holders of and subscribers to shares of the corporation. The corporation shall seek to qualify a plan to offer and issue Section 1244 stock as defined in the Internal Revenue Code, however, the corporation reserves the right to amend, alter, modify, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter provided by law, and all rights conferred

upon the officers, directors, and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the said incorporators, have hereunto set my hand and seal on this the \_\_\_\_\_ day of January, A.D., 1993.

STEVE SINQUEFIELD

PAUL P. WRIGHT

Prepared By:

Donald Hugh Jones
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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:

Contract Drillers, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Donald Hugh Jones, PO Box 55596, Birmingham, AL 35255-5596 for a period of one hundred twenty days beginning January 12, 1993 and expiring May 13, 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.

January 12, 1993

Date

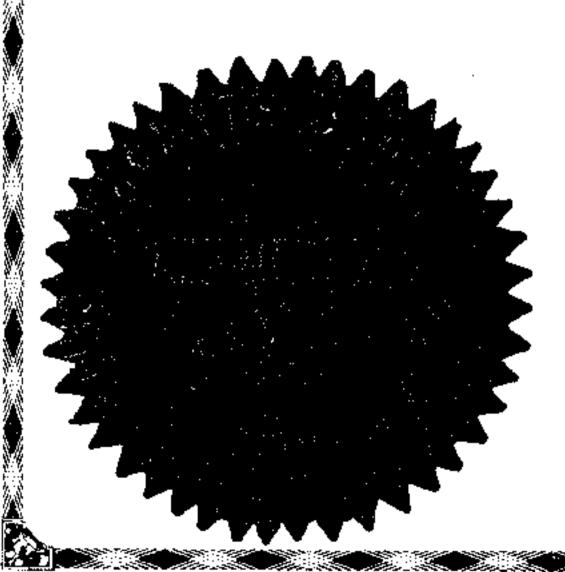
Billy Joe Camp

**Secretary of State** 

## State of Alabama

## CERTIFICATE OF INCORPORATION

OF



Judge of Probate

Inst. # 1993-10313

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