

**ARTICLES OF INCORPORATION  
OF  
HART MACHINERY, INC.**

WE, THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under the Laws of The State of Alabama, do hereby adopt the following ARTICLES OF INCORPORATION for such corporation

**SECTION ONE - CORPORATE NAME**

The name of the corporation shall be Hart Machinery, Inc.

**SECTION TWO - CORPORATE PURPOSES**

The purposes of Hart Machinery, Inc., shall be to engage in the buying and selling of machinery in the states of Alabama, Georgia, Tennessee, Mississippi, the other states and the world, and for any and all other lawful and legal purposes. The corporation shall seek qualification from states other than Alabama to transact business in that state.

**SECTION THREE - REGISTERED AGENT**

The location and mailing address of the corporation's initial registered office shall be 5160 Highway 16, Montevallo, Alabama, 35115, and the corporation's initial registered agent at such address shall be: E.G. Alexander.

**SECTION FOUR - CAPITAL STOCK**

The total number of shares that the corporation shall have authority to issue is One Hundred (100) shares, which shall be divided into One Hundred (100) shares of common stock of a par value of \$1.00 (One Dollar par) each. Initial capitalization shall be \$100.00 plus other

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good and valuable consideration. As the corporation grows, such capitalization may be increased as circumstances warrant.

Common stock shall carry with it the right to vote and to receive dividends if and when declared by the corporation. Each share of common stock shall have one vote. Upon liquidation of the corporate assets, each share of common stock will share and share alike an equal amount of proceeds raised from the sale or other disposition of corporate assets after all legally incurred debts of the corporation have been paid. The duly elected board of directors shall have the right to establish other classes of stock and preferences therefore from time to time in their sole and unfettered discretion by simple majority vote.

#### **SECTION FIVE - INCORPORATOR**

The incorporator of this corporation shall be E.G. Alexander

#### **SECTION SIX - DIRECTORS**

The number of directors constituting the initial board of directors of the corporation shall be four. These persons may also serve as officers of the corporation.

The names and addresses of those persons, each of whom shall serve as a director until the first annual meeting of the shareholders or until his or her successor is elected and qualified, are as follows:

E. G. Alexander  
5160 Highway 16  
Montevallo, Alabama 35115

Tim Turner  
Rt. 7 Box 196-BB  
Russellville, Alabama 35653

Ira Rhodes  
13 Mitzie Circle  
Alabaster, Alabama 35007

Billy Heath  
7620 Old Canton Road  
Madison, Mississippi 39110

## **SECTION SEVEN - DURATION**

The corporation shall endure perpetually or until such time as it is ordered to dissolve by a two-thirds majority vote of the share entitled to vote.

## **SECTION EIGHT - OTHER PROVISIONS**

1. The board of directors shall meet at least annually to conduct the business of the corporation unless petitioned by the shareholders for a special meeting. Three fourths of the shareholders of the corporation entitled to vote may petition the board to conduct a special meeting. Ten days notice must be given of any meeting of the board of directors, no matter whether such meeting be a regular meeting or a special meeting called by three fourths of the shareholders entitled to vote.

2. The shareholders of the corporation shall meet at least annually to elect members of the board of directors of the corporation. Each share entitled to vote shall have one vote per director to be elected. The shareholders shall have the right to increase or decrease the number of directors of the board but such number of directors may not be less than three no more than fifteen. The shareholders may elect to increase or decrease the number of members on the board of directors. The shareholders shall agree upon a number of persons to act as a board of directors and such number shall be submitted to a vote of all shares entitled to vote. In order to change the number of directors, the number agreed upon must be approved by a simple majority of the shares entitled to vote. The number of directors may not be increased or decreased more than one time in a calendar year.

3. The board of directors shall nominate and elect the officers of the corporation at their yearly meeting. There shall be a President of the Corporation, a Secretary

of the Corporation, and other such officers as the board of directors deems appropriate. Nomination for officer positions shall be made and seconded by a member of the board of directors and an officer shall be elected by a simple majority vote of the board of directors.

4. If a member of the board of directors resigns from the board at any time during the year prior to the regular meeting of the board of directors, the remaining board, at their discretion, may appoint a person to the board to fill such position until the expiration of the resigning director's term. If such director resigning is an officer of the corporation, an election will be held immediately to elect an officer to fill that position in compliance with the provisions set forth in Section Eight, Paragraph Three.

5. The board of directors shall have the power to draft, promulgate and enact the initial by-laws of the corporation. The by-laws, once adopted, may be altered, amended, changed, or suspended for any lawful purpose by a simple majority vote of the shares entitled to vote.

## **SECTION NINE - ISSUANCE AND DISPOSITION OF STOCK**

(a) Issuance of Stock. The Corporation may from time to time issue its shares of stock for such consideration (not less than par value) as may be fixed from time to time by the Board of Directors and may receive in payment thereof, in whole or in part, money, labor done, services actually performed, or real or personal property of a tangible or intangible nature. The corporation may also retain all of its stock as treasury stock and is under no obligation to issue stock at any time. In the absence of fraud in the transaction, the judgment of the Board of Directors as to the value of the consideration received for shares shall be considered conclusive. Any and all shares so issued for which consideration so

fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

- (b) Restrictions on Transfer of Shares. The Corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this Corporation.
- (c) Stock Rights and Options. The Corporation may create and issue, whether or not in connection with the issuance and sale of any of its shares or other securities, rights or options entitling the holders thereof to purchase from the Corporation shares of any class or classes of its stock.
- (d) Payment of Dividends from Depletion Reserves. If at any time the corporation is engaged in the business of exploiting natural resources, dividends may be declared and paid in cash out of the depletion reserves, but each such dividend shall be identified as a distribution of such reserves and the amount per share paid from such reserves shall be disclosed to the shareholders receiving the same concurrently with the distribution thereof.
- (e) Denial of Shareholder's Preemptive Rights. No shareholder shall be entitled to as a matter or right to subscribe for, purchase, or receive any shares of stock, or other securities convertible into stock, of the Corporation which it may issue, or sell, whether

such shares are now or hereafter authorized, but all such additional shares of stock or other securities may be issued and disposed of by the Board of Directors to such persons and upon such terms as it in its absolute discretion may deem advisable. No shareholder of any shares of stock shall have any preemptive rights with respect to the issuance of any class of stock, including treasury shares.

- (f) Lien on Shares. The Corporation shall have a lien on the shares of its shareholders for any debt or liability incurred to it by such shareholders before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale or auction, upon reasonable notice, of such shares, which remedies are cumulative to an action to enforce payment of other remedies provided by law.
- (g) Right of Corporation to Acquire or Dispose of its own Shares. The Corporation shall have the absolute right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares, but purchases of its own shares, whether direct or indirect, shall be made only to the extent of unreserved and unrestricted earned surplus and unreserved and unrestricted capital surplus available therefor.
- (h) Acquisition of stock. All persons who shall acquire stock in this Corporation shall acquire it subject to the provisions of these Articles of Incorporation. So far as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

## SECTION TEN - BOARD OF DIRECTORS

(a) Powers. Except as may be provided otherwise by the law or in these Articles of Incorporation, all corporate powers of the Corporation shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the discretion of, the Board of Directors. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors shall have the following powers:

- (1) The power to alter, amend, substitute, modify or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors and the shareholders, or either of them, provided however, that the Board of Directors may not alter, amend, substitute, modify or repeal any Bylaw establishing what constitutes a quorum at shareholders' meetings or which was adopted by the shareholders and specifically provides that it cannot be altered, amended, substituted, modified or repealed by the Board of Directors, or which is not otherwise permitted by applicable law to be altered, amended, substituted, modified or repealed solely by the action of the Board of Directors.
- (2) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus in net profits over and above the capital stock paid in;
- (3) To authorize the issuance and sale of warrants, in bearer or registered form, or other instruments for the purchase of shares of stock of any class of the Corporation within such period of time, or without limit as to time, for such aggregate number of shares, and at such price or prices per share, as the Board of Directors may determine. Such warrants or other instruments may be issued separately or in connection with the issuance of any bonds, debentures, notes or other evidence of indebtedness or shares of the capital stock of any class of the Corporation and for such consideration and on such terms and conditions as the Board of Directors may determine to be desirable;
- (4) To take any action required or permitted to be taken by the Board of Directors at any meeting without a meeting if a consent in writing, setting

forth the action so taken, is signed by all of the directors prior to, during, or after the time scheduled for such meeting.

- (5) To ratify and approve any action taken by or on behalf of the Corporation's employees, agents, officers, directors or any other party, and upon such ratification and approval, any such actions so taken shall be effective for and as the act of the Corporation as though such act had been adopted and approved by the Board of Directors at the time such action was taken.
- (6) To seek advice from, counsel from, or to enlist persons outside the Board of Directors who are more knowledgeable than the Corporation or the Board of Directors to give advice and counsel unto the Board as to advisable courses of conduct. The Board of Directors shall have the authority to adhere to or reject such advice given or obtained and act based upon the best business judgment of the Board of Directors and no shareholder shall have any cause against the Board of Directors if it does act in its best business judgment.

The Corporation may, in its Bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

- (b) Conflicts of Interest. No contract or other transaction between the Corporation and one or more of its directors or any other corporation or other entity upon which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the Board of Directors of the Corporation which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the Corporation and if either the relationship or interest is disclosed to the Board of Directors and after such disclosure the such action is approved or ratified without counting the votes of such interested directors OR if such relationship or interest is declared to the shares entitled to vote and the same approve or ratify the transaction.

## **SECTION ELEVEN - POWER OF PRESIDENT**

The President shall have the authority to execute all deeds, mortgages, bonds, leases and other contract requiring a seal, under the seal of the Corporation, and the Secretary shall have authority to affix such seal to instruments requiring it, and to attest to the same.

### **SECTION TWELVE - SUBSEQUENTLY ADOPTED CORPORATION LAWS**

Any and every statute of the State of Alabama hereinafter adopted or enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the general laws of the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part but less than all of the shareholders of any such corporation, shall apply to this Corporation and to every shareholder thereof, to the same extent as if such statute had been enforce at the date of the making and filing of these Articles of Incorporation.

### **SECTION THIRTEEN - AMENDMENT**

The corporation reserves the right to amend, alter, change, modify, substitute or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon officer, directors, and shareholders herein granted subject to this reservation; provided, however, that no amendment, change, alteration, substitution or repeal shall be effective without approval of the holders of a majority of the outstanding common shares and that no amendment, change, alteration, modification, substitution or repeal upon which the holders of any class of stock shall be entitled to vote as a class shall be effective without the approval of the holders of a majority of such class of stock outstanding and entitled to vote thereon.

### **SECTION FOURTEEN - SUBCHAPTER S ELECTION**

Such corporation shall be a Subchapter S corporation as the same is defined by the Internal Revenue Code and the initial board of directors have filed a Form 2553 Internal Revenue Election of the same so that the shareholders of the corporation shall be taxed on the profits and losses of the same as though such profits or losses were personal in nature rather than corporate.

#### **SECTION FIFTEEN - OFFICERS OF THE CORPORATION**

The initial president of the corporation shall be E.G. Alexander. The Vice President shall be Ira Rhodes. The Secretary shall be Billy Heath. Tim Turner shall serve as Treasurer of the corporation. All offices shall serve a one year term new officers for the subsequent year shall be elected or appointed from time to time by the board of directors of the corporation.

In witness whereof, I have executed these articles of incorporation on this the  
29th day of November, 1994.



E.G. Alexander  
Incorporator, E.G. Alexander

# STATE OF ALABAMA

I, Jim Bennett, 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:

Hart Machinery Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Bains, 505 N 20th St, Suite 1500, Birmingham, AL 35203 for a period of one hundred twenty days beginning November 21, 1994 and expiring March 22, 1995.



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.

November 21, 1994

Date

A handwritten signature in black ink that reads "Jim Bennett".

Jim Bennett

Secretary of State

## State of Alabama

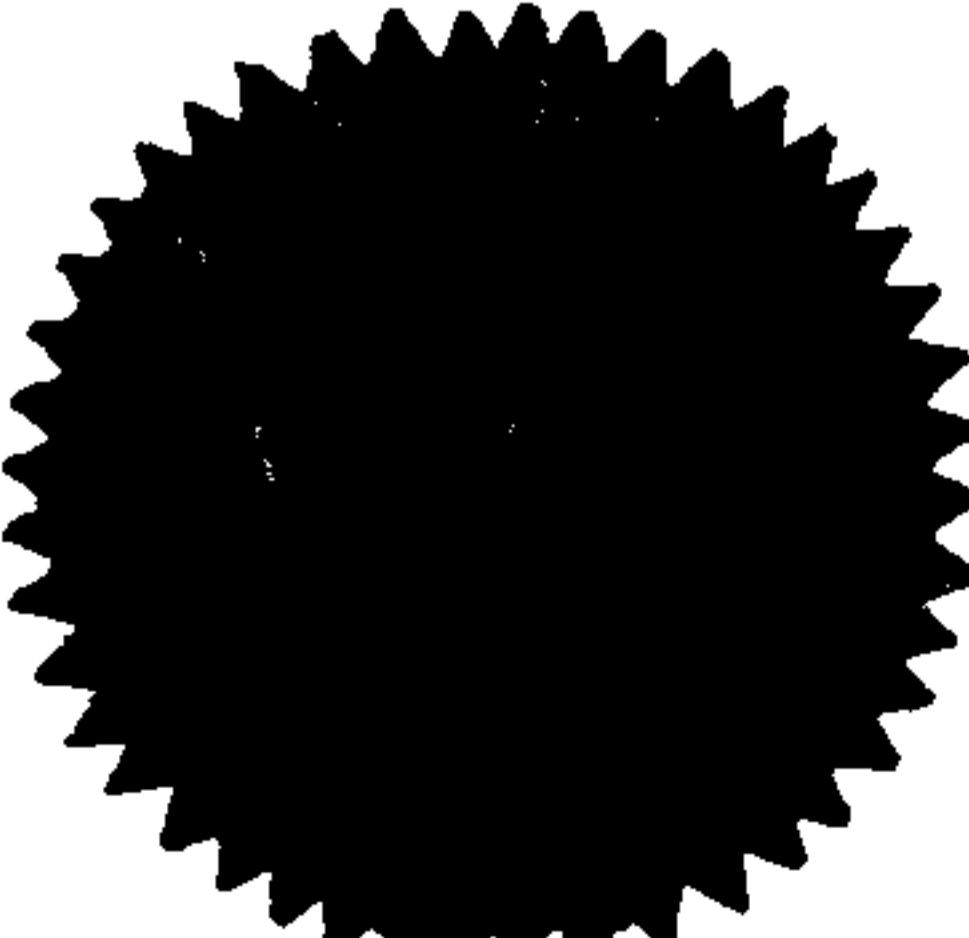
SHELBY County

CERTIFICATE OF INCORPORATION  
OF  
HART MACHINERY 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 HART MACHINERY 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 HART MACHINERY INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2 day of  
DECEMBER, 19 94.

  
*Thomas A. Showden, Jr.*

Judge of Probate  
Inst # 1994-35460

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10:50 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
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