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**ARTICLES OF INCORPORATION**  
**OF**  
**HARRELL CONSULTING, INC.**

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The undersigned, acting as incorporator under the Alabama Business Corporation Act adopts the following Articles of Incorporation:

Inst # 1997-02556

**ARTICLE I**

**Name**

The name of this corporation (the "Corporation") shall be:

**HARRELL CONSULTING, INC.**

**ARTICLE II**

**Purposes**

The nature of the business of the Corporation and its objects, purposes and powers are:

(a) To engage in the business of industrial and railroad consulting and all related activities;

(b) To manage, 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, real or personal property of any kind, class, interest, or type, wheresoever situated, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant in connection therewith;

(c) To subscribe for, acquire, hold, sell, assign, transfer, mortgage, pledge, or in any manner dispose of shares of stock, bonds or other evidences of indebtedness or securities issued or created by any other corporation of Alabama or any other state or any foreign country and, while the owner thereof, to exercise the rights, privileges and powers of ownership, including the rights to vote thereon, 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;

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(d) To acquire the goodwill, rights, assets and properties, and to undertake the whole or 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 such business;

(e) To make contracts, including guarantee and suretyship contracts and indemnity agreements, incur liabilities, borrow money, issue its notes, bonds and other obligations (which may be convertible into or include the option to purchase other securities of the Corporation), secure any of its obligations (or the obligations of others for whom it can make guarantees, whether or not a guarantee is made) by mortgage or pledge of or creation of security interests in any of its property, franchises, or income, and, without limiting the generality of the foregoing; (a) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenience to the conduct, promotion or attainment of the business of the contracting Corporation, (b) make contracts of guarantee and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of (i) an entity that is wholly owned, directly or indirectly, by the contracting Corporation or (ii) a person that owns, directly or indirectly, all of the outstanding stock of the contracting Corporation or (iii) an entity that is wholly owned, directly or indirectly, by a person that owns, directly or indirectly, all of the outstanding stock of the Corporation;

(f) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;

(g) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust or other entity;

(h) To pay pensions and establish pension plans, pension trusts, profit sharing plans, share bonus plans, share option plans, or other welfare, benefit or incentive plans for any or all of its current, future or former directors, officers, employees and agents;

(i) To make donations for the public welfare or for charitable, scientific or educational purposes; and

(j) In general, to carry on any other lawful business whatsoever in connection with the foregoing or which is calculated, directly or indirectly, to promote the interest of the Corporation or to enhance the value of its properties.

The enumeration herein of the powers, objects and purposes of the Corporation shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which the Corporation is empowered to exercise, whether expressly by purpose or by any of the laws of the State of Alabama or any reasonable construction of such laws.

### ARTICLE III

#### Capital Stock

3.01 The total number of shares of all classes of capital stock ("Shares") which the Corporation shall have the authority to issue is One Thousand (1,000), consisting of One Thousand (1,000) shares of \$.01 par value common stock.

3.02 Distributions with respect to all classes and series of Shares shall be made only when, as and if authorized by the Board of Directors; provided, however, that no distribution may be made if, after giving it effect, (i) the Corporation would not be able to pay its debts as they become due in the usual course of business; or (ii) the Corporation's total assets would be less than the sum of its total liabilities.

3.03 The Board of Directors is expressly authorized to create and issue, by resolution(s) adopted from time to time, warrants, rights or options entitling the holders thereof to purchase Corporation Shares of any kind, class or series, whether or not in connection with the issuance and sale of any Shares or other securities or evidences of indebtedness. The Board of Directors is also authorized expressly to determine the terms, including, without limit, the time or times within which, the price or prices and any adjustments thereto, whereby Corporation Shares may be purchased upon the exercise of any such warrant, right or option. The judgment of the Board of Directors shall be conclusive as to the adequacy of the consideration received for any such rights or options.

### ARTICLE IV

#### Miscellaneous

In furtherance and not in limitation of the powers conferred by law, the following provisions for the regulation of the Corporation, its directors and shareholders are hereby established:

4.01 A director shall not be held personally liable to the Corporation or its shareholders for monetary damages for any action taken, or any failure to take any action as a director, except this provision shall not eliminate the liability of a director for (i) the amount of a financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Alabama Business Corporation Act; (iv) an intentional violation of criminal law; or (v) a breach of a director's duty of loyalty to the Corporation or its shareholders. It is the intention that the directors of the Corporation be protected from personal liability to the fullest extent permitted by the Alabama Business Corporation Act as it now or hereafter exists. If at any time in the future the Alabama Business Corporation Act is modified to permit further or additional limitations on the extent to which directors may be held personally liable to the Corporation, the protection



afforded by this Section 4.01 shall be expanded to afford the maximum protection permitted under such law. Any repeal or modification of this Section 4.01 by the shareholders of the Corporation shall be prospective only, and shall not diminish the rights, or expand the personal liability of a director of the Corporation with respect to any act or omission occurring prior to the time of such repeal or modification.

4.02 The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon shareholders herein are granted subject to this reservation.

## ARTICLE V

### Registered Office and Agent

The location and mailing address of the Corporation's registered office shall be 2464 Chuchura Road, Birmingham, Alabama 35244 and the registered agent at such address shall be Ken Harrell.

## ARTICLE VI

### Board of Directors

The Corporation's initial Board of Directors shall consist of one (1) person who shall serve until the first annual meeting of the shareholders and until his successor is elected and qualified. The name and address of the sole member of the Board of Directors is as follows:

<u>Name</u>	<u>Address</u>
Ken Harrell	2464 Chuchura Road Birmingham, Alabama 35244

## ARTICLE VII

### Incorporator

The name and address of the Incorporator of the Corporation is as follows:

<u>Name</u>	<u>Address</u>
Randall D. McClanahan	Post Office Box 306 Birmingham, Alabama 35201

Dated the 23<sup>rd</sup> day of January, 1997.

*Randall D. McClanahan*

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Randall D. McClanahan  
Incorporator

This Instrument was prepared by:

Randall D. McClanahan  
Balch & Bingham  
1901 Sixth Avenue North, Suite 2600  
Birmingham, Alabama 35203  
(205) 251-8100

# 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 10-2B-4.02, 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:

Harrell Consulting, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Anne-Marie Myers, P O Box 35201, Birmingham, AL 35201 for a period of one hundred twenty days beginning January 14, 1997 and expiring May 15, 1997.

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, 1997

Date



Jim Bennett

A handwritten signature in cursive script that reads "Jim Bennett".

Secretary of State

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