

STATE OF ALABAMA

COUNTY OF SHELBY

**ARTICLES OF INCORPORATION
OF
SUMMIT WATERPROOFING, INC.**

KNOW ALL MEN BY THESE PRESENTS,

That, for the purpose of forming a corporation by virtue and pursuant to the provisions of the Alabama Business Corporation Act, Code of Alabama, 1975, § 10-2B-2.02 to and including § 10-2B-4.01 and which are not prohibited by law to corporations of this kind, the undersigned persons have associated themselves together, and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

ARTICLE I

The name of the corporation is: Summit Waterproofing, Inc.

ARTICLE II

The duration of this corporation shall be perpetual.

ARTICLE III

The general nature of the business to be transacted by this corporation and the object or objects and the purpose or purposes for which the corporation is formed are:

(a) To buy, sell, exchange, and acquire any and all items necessary to own, operate, run, manage, or carry on the business that primarily will be engaged in the business of waterproofing.

(b) 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.

(c) To buy and sell land, erect buildings, structures and any towers of any sort and kind whatsoever; to execute contracts in regard thereto.

(d) To buy, sell and otherwise deal in notes, open accounts, and other similar evidence of debt, or to loan money to and to take notes, open accounts, evidence of debt, conditional bills of sale, chattel and other mortgages and other lien instruments as collateral security therefor, and to charge therefor such amounts as may be agreed upon by the respective parties as far as may be permitted by law.

(e) To purchase, acquire, lease, own, hold, sell, convey, or mortgage and otherwise deal in real estate, property, tenements and hereditaments, as well as any interest therein and to directly or through the ownership of stock in any corporation and to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, and all kinds of buildings and other structures and erections, and to install therein such furniture and appliances which at any time may be necessary to conduct thereof.

(f) It is intended by the Incorporators herein to form this corporation so as to qualify under Section 1244 of the Internal Revenue Code on its successor sections as may apply and to issue "Section 1244 Stock." Section 1244 of the Internal Revenue Code and the regulations issued thereunder, require common stock of the corporation to be issued pursuant to a plan adopted by the corporation which must offer only such common stock during a period specified in the plan therein not later than two years after the plan was adopted, and the regulations and Section 1244 further requires that the plan must specifically state, in terms of dollars, the maximum amount to be received by the corporation in consideration of the stock to be issued pursuant thereto and that such stock must be issued only for money or property (other than stock or securities), and this corporation shall qualify as a small business corporation as defined in Section 1244, and there is not unissued any portion of a prior offering of any of this corporation's stock, therefore, the following plan is submitted as required:

(1) The plan, as herein set forth, shall become effective as of the date of this corporation.

(2) The corporation is authorized to offer and issue 100 shares of common stock of the par value of \$1.00 per share, and all of such stock shall be issued subsequent to the date of the plan becoming effective.

(3) The corporation shall offer and issue such share of common stock from the date of the incorporation to the 1st day of January, 2004, or to a date when the corporation shall make a subsequent offering of any stock, whichever shall occur first.

(4) The maximum amount to be received by the corporation in consideration for the stock to be issued pursuant to this plan shall be determined by resolution.

(5) Such common stock shall be issued only for money and other property (other than stock or securities.)

(6) Such other action shall be taken by the corporation as shall qualify the stock offered and issued under this plan as "Section 1244 Stock," as such term is defined in the Internal Revenue Code and the regulations issued thereunder.

The foregoing clauses shall be construed as objects and purposes of the corporation, in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law as provided in § 10-2B-2.02(6).

ARTICLE IV

The total number of shares of stock, which the corporation shall have the authority to issue, shall be 100 shares of common stock of the par value of \$1.00 per share. The amount of capital stock with which the corporation shall begin business shall be \$100.00, consisting of 100 shares of common stock of the par value of \$1.00 per share.

ARTICLE V

The initial principal registered office of this corporation shall be physically located at 1119 Macqueen Circle, Helena, Alabama 35080 and the address of the principal registered office shall be 1119 Macqueen Circle, Helena, Alabama 35080. The initial registered agent at such address is Dan Stegall.

ARTICLE VI

The name and principal office address of the officer designated by the incorporators to receive subscriptions to the capital stock of the corporation and the officer designated by the incorporators to accept service of process for the corporation is:

Dan Stegall
Summit Waterproofing, Inc.
1119 Macqueen Circle
Helena, Alabama 35080

ARTICLE VII

There are two directors on the initial board of directors and the names and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Dan Stegall	Helena, Alabama

ARTICLE VIII

The following are officers appointed to begin operation of the corporation:

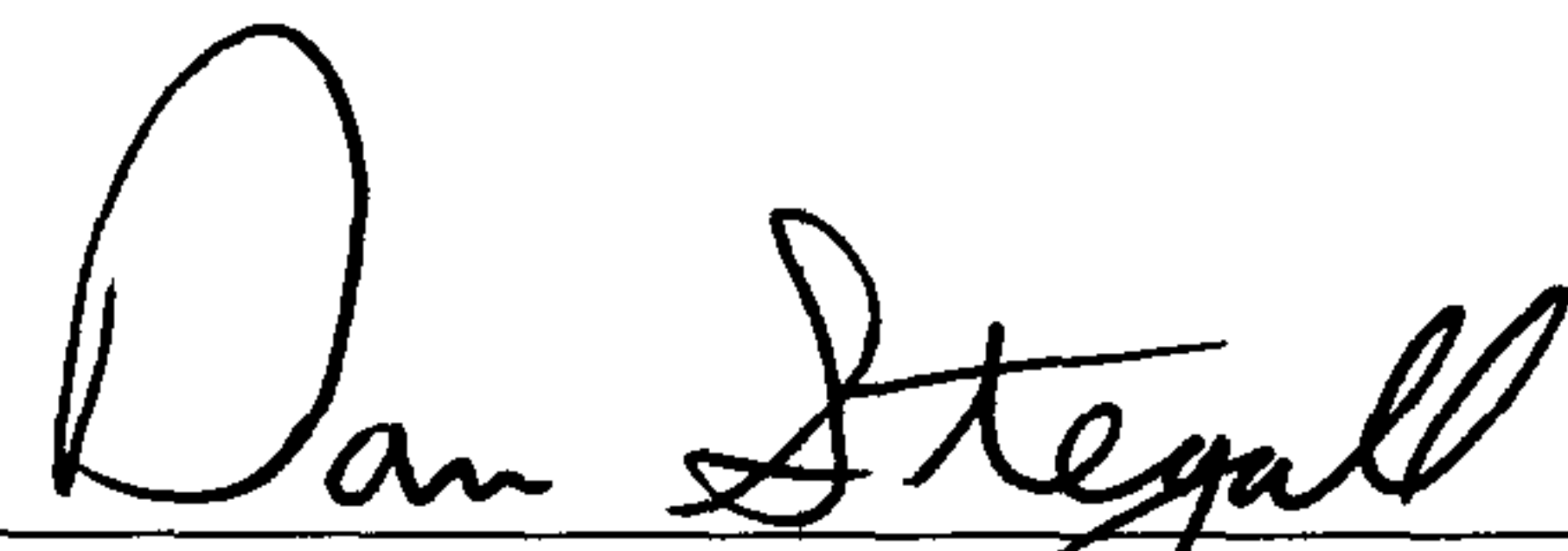
<u>NAME</u>	<u>OFFICE</u>
Dan Stegall	President
Dan Stegall	Vice President

ARTICLE IX

The names and addresses of the incorporators and number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>NO. OF SHARES</u>
Dan Stegall	Helena, Alabama	100

IN WITNESS WHEREOF, the undersigned have hereunto subscribed their signature to these Articles of Incorporation this 11 day of February, 2003.



Dan Stegall, Incorporator

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, 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:

Summit Waterproofing, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Anthony Johnson, PO Box 188, Centreville, AL 35042 for a period of one hundred twenty days beginning February 6, 2003 and expiring June 7, 2003.



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 6, 2003

Date

Nancy L. Worley
Nancy L. Worley

Secretary of State