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Shelby Cnty Judge of Probate,AL
01/07/2005 09:55:00 FILED/CERTIFIED

CERTIFICATE OF INCORPORATION
OF
H & H COMMERCIAL WATERPROOFING AND RESTORATION, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned incorporator, do hereby form a corporation under the laws of the State of Alabama, and do hereby declare:

ARTICLE I

The name of the corporation shall be: H & H Commercial Waterproofing and Restoration Inc.

ARTICLE II

The objects for which this corporation is formed are:

(a) To engage in the business of waterproofing and restoration of any and all kind on any and all types of buildings and structures.

(b) To manufacture, purchase, acquire, hold, maintain, improve, construct, pledge, hypothecate, exchange, sell, invest and deal in and otherwise dispose of, alone or in syndicate, or otherwise in conjunction with others, commodities, merchandise and other personal property of every kind, character, and description whatsoever and wheresoever situated, and any interest therein.

(c) 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 directly or through the ownership of stock in any corporation, to maintain and improve the same by erecting, constructing, rebuilding, repairing, equipping, any 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 the conduct thereof.

(d) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or 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; to conduct in any lawful manner the whole or any part of the business so acquired, and to exercise all the powers necessary or convinent in and about the conduct and management of any such business.

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation.

(f) To acquire by purchase, subscription, contract, underwriting or otherwise, to hold for investment or otherwise, to pledge, hypothecate, exchange, sell, deal in and with, and dispose of or to turn to account, or to realize upon, alone or in syndicate or otherwise in conjunction with others, stocks, securities and investments of every kind and description, including, but not by way of limitation, shares, stocks, scrip, notes, bonds, debentures, rights, participating certificates of interest, mortgages, acceptances, commercial paper and choses in action, evidence of indebtedness and other obligations of every kind and description (all of which is hereinafter sometimes called "securities") of any private, public or quasi-public corporation, association, partnership common law trust, syndicate, firm or individual, or of any combinations, organizations or entities whatsoever, irrespective of their form or the names by which they may be described and, while the owner or the holder of any such securities, to exercise all the rights, powers and privileges of ownership in respect thereto; and, to the extent now or hereafter permitted by law, to aid by loan, guarantee or otherwise those issuing, creating or responsible for any such securities.

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description.

(h) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount with any person, firm, association or corporation, town, city, county, state, territory, government or governmental subdivision.

(i) To draw, make, accept, endorse, discount, execute, and to issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(j) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(k) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(l) To have one or more offices to carry on all or any of its operations and businesses and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign, and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise, and real and personal property of every class and description in any of the states, districts, territories or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, colony and country.

(m) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer, or reissue the same.

(n) To enter into any plan or project for the assistance and welfare of its employees.

(o) To enter into any legal arrangements for sharing of profits, union of interests, reciprocal concessions or cooperation with any person, partnership, corporation, association, combination, organization, entity or body whatsoever, domestic or foreign, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out any of the objects of this corporation.

(p) To carry on any business in connection with the foregoing.

(q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation, or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers, to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

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.

ARTICLE III

The location of the principal office of the corporation shall be at 212 Strickland Road, Columbiana, Alabama 35051. The mailing address shall be P.O. Box 25, Columbiana, Alabama 35051.

ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be $1,000.00 divided into 100 shares of Common Stock, of the par value of $10.00 per share.

The amount of the total authorized capital stock with which this corporation shall begin business shall be $1000.00 divided into 100 shares of Common Stock of the par value of $10.00 per share, all of said stock being issued as shown by the subscription list hereto attached and marked Exhibit "A", and being paid for by cash or the transfer to the corporation of property having a cash market value equal to or in excess of the total par value of said stock.

ARTICLE V

The address of the initial registered office of the corporation 212 Strickland Road, Columbiana, alabama 35051 (mailing address, P.O. Box 25, Columbiana, Alabama 35051), and the name of its initial registered agent at such address is Henry Higgins.

ARTICLE VI

The name and post office address of the incorporator and the number of shares subscribed and paid for are as follows:

Henry Higgins
212 Strickland Road, Columbiana, Alabama 35051
No. of Shares: 100
Amount: $1000.00

ARTICLE VII

The number of directors constituing the intial Board of Directors of the Corporation is one (1), and the name and address of the person who is to serve as Director until the first annual meeting of the shareholders, or until his successor is elected, shall qualify is :

Henry Higgins
212 Strickland Road
Columbiana, Alabama 35051

ARTICLE VIII

The name, address, and office held by incorporator are as follows

Henry Higgins
212 Strickland Road
Columbiana, Alabama 35051
Office Held: President, Vice-President,
Secretary/Treasurer

Notwithstanding any contrary provisions contained in this Certificate of Incorporation, the stockholders holding the majority of outstanding Common Stock of the corporation may remove all or any of the Directors of the corporation, before the expiration of their term, at any regular or special stockholder's meeting.

ARTICLE IX

The duration of this corporation shall be perpetual.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute, by this Certificate of Incorporation or By-Laws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of this Corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or Stockholders.

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what 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; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

(c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgement of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

Any action required or permitted to be taken at any meeting of the Board of Directors or of any Committee thereof may be taken without a meeting, if prior to such action a written consent thereto is signed by all members of the Board or of such Committee, as the case may be, and such written consent is filed with the minutes of proceedings of the Board or Committee. Any such written consent shall have the same force and effect as a resolution, duly resolved at a meeting of the Board of Directors or of such a Committee.

The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing and in addition to the powers and authorities expressly conferred upon it by statute.

ARTICLE XI

This corporation may from time to time issue its shares of stock for such consideration (but not less than par so long as the corporation be solvent), as may be fixed from time to time by the Board of Directors, and may receive in payment thereof, in whole or in part, cash, labor done, personal property, or real property, or leases thereof. In the absence of actual fraud in the transaction, the judgement of the Board of Directors as to value of such labor, property, real estate or leases thereof, shall be conclusive. Any and all shares so issued for which the 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.

This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, 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.

ARTICLE XII

Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the stockholder 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 less than all of the stockholders of any such corporation, shall apply to this corporation and shall be binding upon not only this corporation but upon every stockholder thereof, to the same extent as if such statute had been in force at the date of the making and filing of this Certificate of Incorporation.

ARTICLE XIII

The corporation shall have a lein on its shares of stock for any debt or liability incurred to it by a stockholder, before notice of a transfer or levy on such shares.

ARTICLE XIV

The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, but purchase of its own shares, whether direct, or indirect, shall be made only to the extent of earned surplus or capital surplus available therefor.

ARTICLE XV

All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Corporation, as the same from time to time may hereafter be amended. 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 person, whether or not the corporation shall have notice thereof.

ARTICLE XVI

The President or any Vice-President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation, and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

ARTICLE XVII

Every person (and the heirs, executors and administrators of such person) who serve or has served as an officer, director, or employee of the corporation, or of any other corporation or entity when requested by this the corporation, and of which this corporation directly or indirectly is or was a stockholder or creditor, or otherwise interested, or in the stocks, bonds, securities or other obligations of which it is in any way interested, may in accordance with the second paragraph of this Article be indemnified by the corporation against any and all liability and reasonable expense that may be incurred by him in connection with or resulting from any claim, action, suit or proceeding (whether brought by or in the right of the corporation or such other company or otherwise) civil or criminal, or in connection with an appeal relating thereto, in which he may become involved, as a party or otherwise, by reason of his being or having been a officer, director or employee of the corporation or such other corporation, or by reason af any action taken or not taken by him in such capacity, whether he continues to be such officer, director or employee at the time such liability or expense shall have been incurred, provided he acted in good faith in what he reasonably believed to be the best interests of the corporation or such other corporation, as the case may be, and in addition, in any criminal action or proceeding, had no reasonable cause to believe that his conduct was unlawful. As used herein the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgements, fines or penalties against, and amounts paid and settlements by or for such person. The termination of any claim, action, suit or proceeding, civil or criminal by judgement, settlement (whether with or without court approval) or conviction shall not create a presumption that such person does not meet the standards of conduct set forth herein.

Any indemnification hereunder shall be made at the discretion of the corporation, but only if the Board of Directors (with no director who is a party to or interested in such claim, action, suit or proceeding participating) shall find that such person has met the standards of conduct set forth in the preceding paragraph. If two-thirds or more of the Board of Directors are parties to are interested in such claim, action, suit or proceeding, the regular counsel for the corporation shall determine whether such person has met such standards.

Expenses incurred with respect to any such claim, action, suit or proceeding may be advanced by the corporation prior to the final disposition thereof upon receipt of an undertaking by or on behalf of such person to repay such amount unless it shall ultimately be determined that he is entitled to indemnification hereunder.

The rights of indemnification provided in this Article shall be in addition to any rights to which any such person may otherwise be entitled under any By-Law, agreement, vote of stockholder, or otherwise.

IN WITNESS WHEREOF, I have hereunto set my hand and seal on this ________ day of 1-7-________, 2005

Henry Higgins
________________________ (SEAL)
HENRY HIGGINS

EXHIBIT "A"

All of the shares of stock subscribed for by the subscribers below are issued and hereby declared to be fully paid stock:

NAME:	HENRY HIGGINS
NO. OF SHARES	100.00
AMOUNT	$1000.00
ADDRESS	212 Strickland Road Columbiana, Alabama 35051

STATE OF ALABAMA)
SHELBY COUNTY)

Before me, the undersigned Notary Public in and for said County in said State, personally appeared Henry Higgins, who being by me first duly sworn, deposes and says that he is the agent of H & H Commercial Waterproofing and Restoration Inc. designated by the incorporators to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of shares subscribed for by each and the amount paid therefor, and that all of said subscriptions have been paid for in cash.

Henry Higgins
HENRY HIGGINS

Sworn to and subscribed before me, this the ________ day of ______________________________, 2005.

____
NOTARY PUBLIC

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:

H & H COMMERCIAL WATERPROOFING AND RESTORATION, INC.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Henry Higgins, PO Box 25, Columbiana, AL 35051 for a period of one hundred twenty days beginning December 28, 2004 and expiring April 28, 2005.

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.

ALABAMA GREAT SEAL

December 28, 2004

Date

Nancy L.Worley **Secretary of State**