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Shelby Cnty Judge of Probate, AL
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STATE OF ALABAMA)
 :
SHELBY COUNTY)

**ARTICLES OF INCORPORATION
OF
GILPIN AND COMPANY, INC.**

The undersigned incorporator, does hereby form a corporation under the Alabama Business Corporation Act, and does declare:

**ARTICLE I
NAME**

The name of the Corporation shall be Gilpin and Company, Inc.

**ARTICLE II
PURPOSES**

The purposes for which this Corporation is organized are:

(a) To engage in the business to market, rep, sell, trade, exchange, develop, manufacture, store, warehouse, import, export and deal in cans, parts of cans and by-products of cans and similar and related products and services, including, but not limited to, consulting services related to such products, or similar or related business operation, and such other related matters.

(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;

(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 convenient 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

AUTHORIZED SHARES

The total number of Shares, as such term is defined in the Alabama Business Corporation Act, which the Corporation shall have authority to issue is ONE THOUSAND (1,000) shares of

Common Stock with the par value of ONE DOLLAR AND NO/100 (\$1.00) per share, and consisting of one class only.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The location and street address of the initial registered office of the Corporation shall be:

2014 Springhill Court
Birmingham, Alabama 35242

The name of the Corporation's initial registered agent at said address shall be Paul McClure.

ARTICLE V
INITIAL BOARD OF DIRECTORS

The names and addresses of the persons who are to serve as the initial members of the Board of Directors until the first annual meeting of shareholders or until successors are elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Paul McClure | 2014 Springhill Court Birmingham, Alabama 35242 |
| Tammy McClure | 2014 Springhill Court Birmingham, Alabama 35242 |

ARTICLE VI
INCORPORATOR

The name and address of the incorporator is as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Paul McClure | 2014 Springhill Court Birmingham, Alabama 35242 |

ARTICLE VII
DENIAL OF PREEMPTIVE RIGHTS

No holder of shares of any class of this Corporation shall, as such holder, have any preemptive rights in, or preemptive rights to purchase or subscribe to, any shares of this Corporation, or any bonds, debentures or other securities or obligations convertible into or exchangeable with any shares of this Corporation, other than such rights of conversion or

exchange and such rights under options or warrants or purchase or subscription arrangements, as shall be expressly granted by the Board of Directors or shareholders at such prices and upon such other terms and conditions as the Board of Directors, in its discretion, or the shareholders may fix or designate.

ARTICLE VIII

LIMITATION OF LIABILITY

A director of the Corporation shall not be liable to the Corporation or its shareholders for money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of a financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a violation of Section 10-2B-8.33 of the Code of Alabama (1975) or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) a breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article VIII. Any repeal or modification of this Article VIII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE IX

DIVIDENDS AND DISTRIBUTIONS

(a) Subject to the provisions of the Alabama Business Corporation Act, the Board of Directors of the Corporation may, from time to time, declare and pay dividends on its outstanding Shares in cash, property, or its own Shares, except when the Corporation is insolvent.

(b) The Board of Directors of the Corporation may from time to time distribute to the shareholders, without shareholder authorization, out of capital surplus of the Corporation, a portion of its assets, in cash or property, subject to the requirements of the provisions of the Alabama Business Corporation Act.

(c) Each Share of Common Stock issued and outstanding shall have identical distribution and liquidation rights, except that if the Corporation is an "S Corporation" as defined in Section 1361 of the Internal Revenue Code of 1986, as amended, the Board of Directors may, as a result of a change in the ownership of the Shares, declare dividends in a taxable year that are made on the basis of the shareholders varying interests in the Corporation's income in such current or immediately preceding year in accordance with Treasury Regulation § 1.1361-1(1)(2)(iv) or any successor regulation, as then in effect.

THE UNDERSIGNED, being the incorporator hereinabove named, for the purpose of forming a corporation pursuant to the Alabama Business Corporation Act, has executed the foregoing Articles of Incorporation on this 4th day of January 2008.

Paul D. McClure

Paul McClure

(INCORPORATOR)

THIS INSTRUMENT WAS PREPARED BY:

George A. Smith, II
Maynard, Cooper & Gale, P.C.
655 Gallatin Street
Huntsville, Alabama 35801
(256) 551-0171

Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

Gilpin and Company, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Andrea E. Rhodes, 655 Gallatin Street PO Box 18668, Huntsville, AL 35801-4936 for a period of one hundred twenty days beginning January 2, 2007 and expiring May 3, 2007.



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 2, 2007

Date

Beth Chapman

Beth Chapman

Secretary of State