


**Articles of Incorporation  
Of  
URC – Utility Services, Inc.**

  
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Shelby Cnty Judge of Probate, AL  
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The undersigned, being a person over the age of nineteen (19) years, does hereby form a corporation pursuant to the Alabama Business Corporation Act, and to that end states as follows:

**1. NAME**

The name of the corporation is URC – UTILITY SERVICES, INC. (hereinafter the Corporation)

**2. AUTHORIZED STOCK**

The aggregate number of shares which the Corporation shall have authority to issue, the class of said shares and par value per share are as follows:

1,000 shares of common stock, \$1 per value each

**3. SPECIAL STOCK RIGHT AND POWER**

The preference, qualifications, limitations, restrictions and special correlative rights with respect to the shares of stock are as follows:

Each share of common stock shall have full voting rights.

A stockholder shall have the right to sell his stock only upon the conditions set forth herein. In the event a stockholder desires to sell his shares of the stock, the stockholder shall give the Corporation, at the Corporation's principal office, written notice of his or her intention to sell. As a part of such notice, the stockholder shall provide a copy of the written offer to purchase the shares, which shall include the name, address and occupation of the potential purchaser, the number of shares which are intended to be purchased, and the purchase price for such shares. In such event, the Corporation shall have the right to purchase such shares within thirty (30) days from the date it receives such notice. At the expiration of this period, if the option to purchase has not been exercised by the Corporation, the stockholder shall have the right to sell such shares to such named third party within the next succeeding three (3) month period. In the event a sale is not made and consummated within three (3) months after the last said (30) day period, the selling stockholder may not sell his shares without again giving said notice to the Corporation and the passage of said thirty (30) day period. Any sale of shares of stock by a stockholder may not vary from the terms of the written offer submitted as part of the notice. Any sale of stock in violation of Article Three shall be null and void and confer no rights upon any such purchaser.

The provisions of this Article Three shall not apply to or have any effect on sales of stock by and between the stockholders of the Corporation.

Any purchase of stock by the Corporation under this provision shall be made upon the same purchase price and terms as are in the written offer to purchase submitted with the notice of potential sale. The decision whether to purchase said stock shall be made by a majority of the Board of Directors in attendance at a special or regularly scheduled meeting provided a quorum is present.

A stock holder shall not have the right to use his stock for collateral except with the written consent of the Corporation.

The stock certificates evidencing the shares of stock in the Corporation owned by the stockholders shall be endorsed to reflect the restricted or limited transferability of the said shares as herein provided.

#### 4. REGISTERED OFFICE AND REGISTERED AGENT

The corporation's initial registered office address is also the business address of the initial Registered Agent is 4053 Grove Park Circle, Birmingham, Alabama, 35242. The registered office is physically located in the county of Shelby, Alabama.

The name of the initial Registered Agent of the Corporation is Gary E. Ganus Jr. The initial Registered Agent of the Corporation is an individual who is a resident of Shelby County, Alabama and an initial director of the Corporation.

#### 5. DIRECTORS

The number of Directors constituting the Initial Board of Directors is one (2), which number may be increased pursuant to the Bylaws of the Corporation.

The name of persons who are to serve as the initial Directors until the first meeting or until his/her successor is duly chosen and qualified are: Gary E. Ganus Jr., whose address is, 4053 Grove Park Circle, Birmingham, Alabama, 35242 and Ronald D. Coomer, whose address is 7803 Deer Way, Trussville, AL 35173.

#### 6. INCORPORATOR

The name and address of the incorporator is Gary E. Ganus Jr., a Shelby County, Alabama resident, whose business address is 4053 Grove Park Circle, Birmingham, Alabama, 35242



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## 7. PURPOSE

The purpose for which the Corporation is formed is the following:

- (i) Obtain Utility Refunds for Federal, State and local qualifying Manufactures, Medical facilities, Non-Profits, Universities, Government entities and any other qualifying utility user.
- (ii) To apply for, obtain, purchase or otherwise acquire, any patents, copyrights, licenses, trademarks, trade names, rights, processes, formulas, and the like, which may seem capable of being used for the purposes of the Corporation, and to use, exercise, develop, grant licenses in respect of, sell and otherwise turn to account, the same; and
- (iii) To acquire by purchase, gift, lease, exchange or otherwise, real and personal property, or either, or any interest or estate therein, and any rights over or connected therewith situate either within or without the state of Alabama, and to lease, sell, or otherwise dispose of or encumber the same for the purpose of providing security for any loan or for other purposes; and
- (iv) To import, export, manufacture, produce, buy, sell and otherwise deal in and with, goods, wares and merchandise of every class and description; and
- (v) To engage in a carry on any other business which may lawfully be engaged in; and
- (vi) To carry out all or any part of the foregoing objects as principal, factor, agent, general or limited partner, contractor, consultant or otherwise, either alone or through or in conjunction with any person, firm, association or corporation; and
- (vii) To carry out all or any part of the aforesaid objects and purposes, and to conduct its business in all of any of its branches, in any or all states, territories, districts and possessions of the United States of America and in foreign countries, and to maintain offices and agencies in any or all states, territories, districts and possessions of the United States of America and in foreign countries; and
- (viii) The foregoing objects and purposes shall, except when otherwise expressed, be in no way limited or restricted by reference to or inference from the terms of any other clause of this or any other article of these Articles of Incorporation or of any amendment thereto, and shall each be regarded as independent, and construed as powers as well as objects and purposes; and
- (ix) The Corporation shall be authorized to exercise and enjoy all of the powers, rights and privileges granted to, or conferred upon, corporations of a similar character under the laws of the state of Alabama now or hereafter in force, and the enumeration of the foregoing powers shall not be deemed to exclude powers, rights or privileges so granted or conferred.



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## 8. REGULATION OF THE CORPORATION

The provisions for the regulation of the internal affairs of the Corporation are:

The Board of Directors of the Corporation is hereby empowered and solely responsible for the overall management and operation of the Corporation. Provided the Board of Directors are not in contradiction of these Articles, the Bylaws of the Corporation or applicable law, the Board of Directors may approve such actions as they deem necessary in light of the purposes of the Corporation set forth herein, including without limitation, the approval, rejection and amendment, from time to time, of the Bylaws of the Corporation, and the appointment and removal of officers of the Corporation to carry out the day-to-day affairs of the Corporation.

## 9. INDEMNIFICATION OF OFFICERS AND DIRECTORS

The Corporation shall indemnify each of its officers and Directors, whether or not then in office, against all reasonable expenses actually and necessarily incurred by such officer or Director in connection with the defense of any litigation to which he or she may have been made a party because he or she is or was an officer or Director of the Corporation. Such Director or officer shall have no right to reimbursement, however, in relation to matters as to which they have been adjudged liable to the Corporation for negligence or misconduct in the performance of corporate duties. The right of indemnity for expenses shall also apply to expenses of suits which are compromised or settled if the court having jurisdiction shall approve such settlement.

The foregoing right of indemnification shall be in addition to, and not exclusive of, all other rights to which such Director or officer may be entitled.

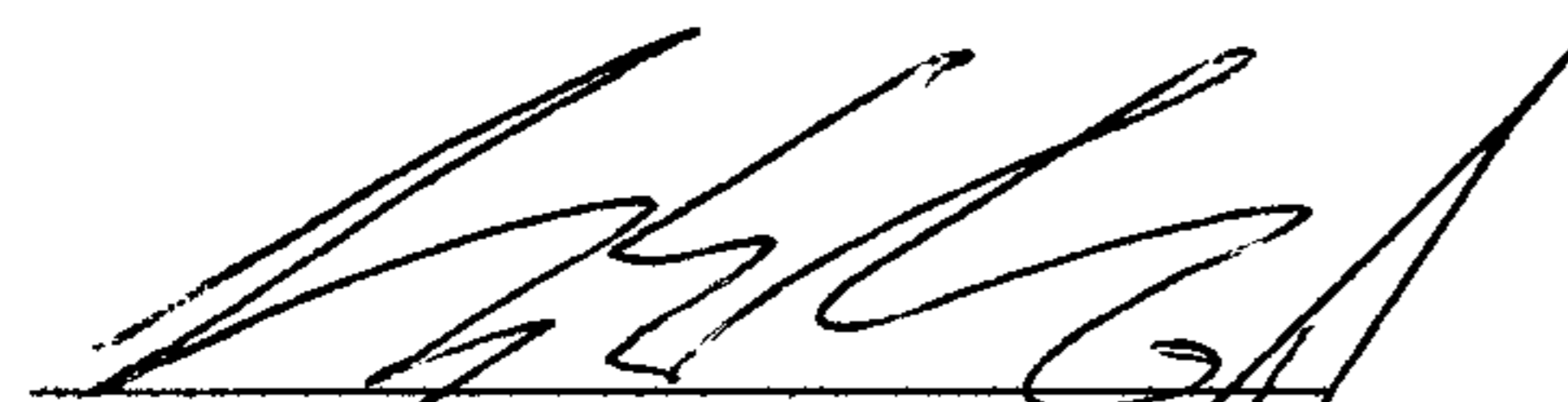
## 10. TERM

The duration of the Corporation shall be perpetual.

IN WITNESS WHEREOF< the undersigned has executed these Articles of Incorporation and acknowledged the same to be his act and deed this \_\_\_\_ day of May, 2008.

Witness:

Christina Jap

  
Gary E. Ganus Jr., Incorporator



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Beth Chapman  
Secretary of State

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:

**URC-Utility Services, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Ron Coomer, 7803 Deer Way, Trussville, AL 35173 for a period of one hundred twenty days beginning May 15, 2009 and expiring September 13, 2009.

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.

May 15, 2009

Date

*Beth Chapman*

Beth Chapman

Secretary of State

