

**ARTICLES OF INCORPORATION**

**OF**

**Lighting Specialists, Inc.**



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Shelby Cnty Judge of Probate, AL  
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The undersigned, acting as incorporators of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Lighting Specialists, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is:

To provide consulting, services & equipment to reduce energy consumption.

Other objects and purposes for which the corporation is organized are:

(a) To acquire, purchase, own, sell, lease and service automobiles and trucks.

(b) To apply for, 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 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.

(c) To manufacture, purchase, or otherwise acquire, and to hold, own mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise and personal property of every class and description, wherever situated; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(d) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventions, improvements, processes, formula methods, copyrights, trademarks and trade names, know how, and trade secrets, relating to or useful in connection with any business, objects or purposes of the corporation.

(e) To engage in the business of exploiting natural resources, to search prospect and explore for useful or valuable substances, to acquire and extract such substances, to sell and dispose of such substances, and to refine such substances, and manufacture and sell and dispose of products and by-products derived therefrom.

(f) 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 an other corporation of Alabama or any other state or any foreign country and, while the owner thereof,

to exercise all the rights, privileges and powers of ownership, including the right 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.

(g) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(h) To acquire the good will, 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 any such business.

(i) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

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

(k) To purchase (by means of tender, direct purchase, bids in the market or otherwise), take receive, redeem, exchange, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of, at any time or from time to time, any of its bonds, debentures, notes, scrip, or evidences of indebtedness, or any of its common or other stock, whether or not redeemable, or other securities, and to hold, sell, transfer or reissue the same; provided that purchases of its own shares of stock may be made only to the extent of earned surplus and to the extent of capital surplus; and provided that any shares of the common stock of the corporation acquired by the corporation shall, until the disposition, retirement or cancellation thereof, be held by the corporation as treasury shares, unless, prior to the acquisition of any such shares, the Board of Directors of the corporation (or any committee authorized to exercise the powers of the board) shall have determined that such shares shall, upon the acquisition thereof, be restored to the status of authorized but unissued shares.

(l) 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 respecton 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 interest in and claims affecting the same.

(m) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip, or other securities of evidences of indebtedness, and to hold, sell, transfer or reissue any thereof.

(n) To enter into any plan or project for the assistance and welfare of it's employed.

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

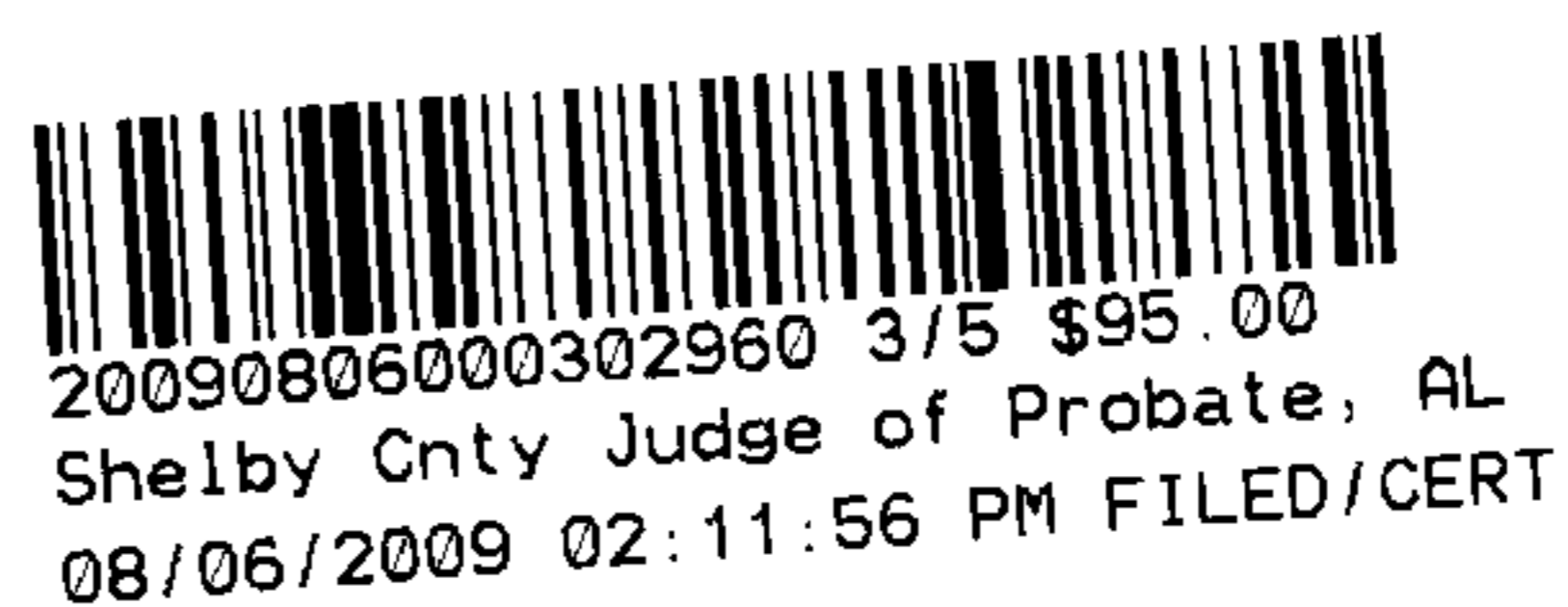
(p) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(q) To endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidence of indebtedness, or the performance or other bond, mortgage, or obligation or any other corporation or association, domestic or foreign, or of any firm, partnership, joint venture, or other person whatsoever, in which this corporation may have a lawful interest, of on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of the relative net worth of the corporations, associations, or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association, or person (A) which owns stock in the corporation, or (B) which owns stock in another corporation which owns stock in this corporation, or (C) in which this corporation owns stock, or (D) in which another corporation also owns stock, or (E) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations or endorsement, guarantee, or suretyship, with respect to all or any such obligations or evidences of indebtedness, contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities of services.

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

(s) 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 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 whatever 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, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and stockholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on business of insurance in any of its branches.



issue is 1,000 shares of common stock, par value of \$1.00 per share. Such shares shall be all designated as common stock.

At all elections of directors of the corporation and in respect to all other matters as to which the vote of consent of the shareholder of the corporation shall be required to be taken, the holders of the common stock shall be entitled to one vote for each share hold by them. The provisions for voting are as indicated in the By-Laws of the corporation.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are as provided in the By-Laws.

SIXTH: The initial registered address of the corporation is 977 Riverchase Parkway West, Hoover, Alabama 35244 and the initial registered agent at such address is James A Scott.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is two (2) and the name and address of the person's who are to serve as directors until the first annual meeting of the shareholders or until his successors are elected and shall qualify is:

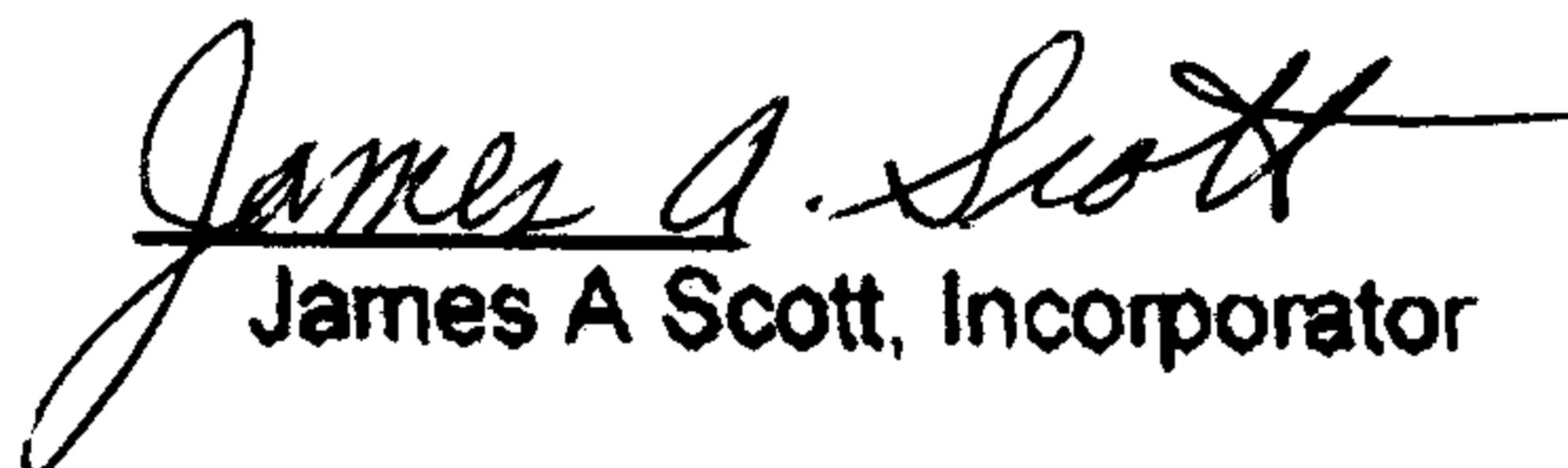
James A Scott  
977 Riverchase Parkway West  
Hoover, Alabama 35244

Kay B Scott  
977 Riverchase Parkway West  
Hoover, Alabama 35244

EIGHTH: The name and address of the incorporator is:

James A Scott  
977 Riverchase Parkway West  
Hoover, Alabama 35244

Dated: July 16, 2009

  
James A Scott, 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:

**Lighting Specialists, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of James A Scott, PO Box 610385, Birmingham, AL 35261-0385 for a period of one hundred twenty days beginning July 9, 2009 and expiring November 7, 2009.



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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.

July 9, 2009

Date

Beth Chapman

Secretary of State

