

STATE OF ALABAMA }
 }
SHELBY COUNTY }



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**ARTICLES OF INCORPORATION
OF
PM NORTH AMERICA, INC.**

The undersigned incorporators do hereby form a corporation under the Alabama Business Corporation Act, pursuant to §10-2B-1.01, *et seq.*, Code of Alabama 1975, and do hereby declare:

**ARTICLE I
NAME OF CORPORATION**

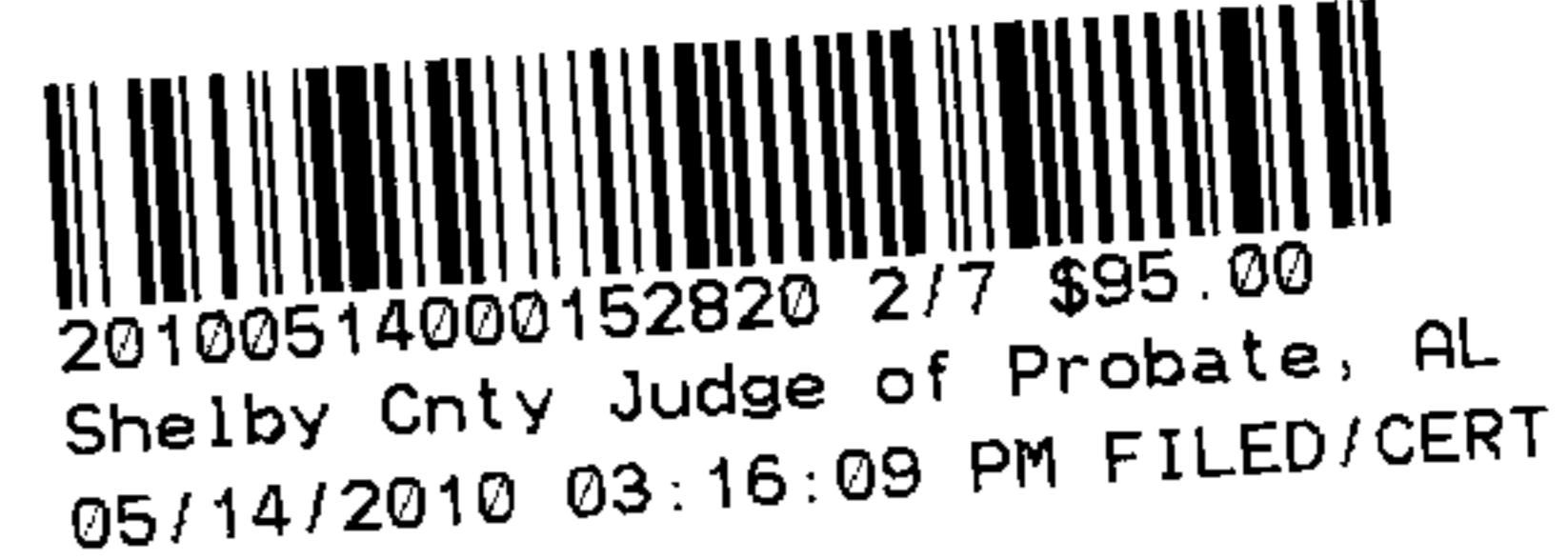
The name of the Corporation shall be PM NORTH AMERICA, INC..

**ARTICLE II
DURATION**

The Corporation and the succession of its corporate name shall endure in perpetuity.

**ARTICLE III
ISSUANCE OF SHARES**

The Corporation shall have the authority to issue 100 shares of one class of common stock at the par value of \$1.00 per share.



ARTICLE IV **LOCATION OF INITIAL REGISTERED** **OFFICE AND INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation in the State of Alabama shall be 1240 1st Street North, Suite 206, Alabaster, Alabama, and the Corporation's initial registered agent at such address shall be Gary A. Spires.

ARTICLE V **NAME OF INCORPORATORS**

The name and address of the Incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Spires Management Services, LLC	1240 1 st Street North Suite 206 Alabaster, Alabama 35007
2088625 Ontario, Inc.	1298 Dexter Crescent Mississauga, ON, Canada L5G4R6

ARTICLE V **INITIAL DIRECTORS**

The names and addresses of the individuals who will serve as the initial Director until the first annual meeting of shareholders or until their successors shall be elected and qualified are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Gary A. Spires	1240 1 st Street North Suite 206 Alabaster, Alabama 35007
Robert C. Graham	1298 Dexter Crescent Mississauga, ON, Canada L5G4R6



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ARTICLE VI PURPOSE

The Corporation is organized for the purpose of engaging in the business of providing pre-construction, construction and facilities management services for clients, such services including, but not limited to, providing estimates and/or budgets for construction projects, review of white papers, making value engineering recommendations, coordinating the activities of architects and engineers, analyzing bids of contractors and subcontractors, scheduling and phase planning, assisting in the purchase of owner-supplied materials, with all the usual and necessary services for itself and others, to engage in any other lawful activity whether or not related or incidental to any of the foregoing activities, and to engage in any other business or activity that now or hereafter may be necessary, incidental, proper, advisable, or convenient to accomplish the foregoing purpose (including, without limitation, obtaining financing therefor), as well as for any lawful purpose for which such a business may be incorporated under the laws of the State of Alabama.

ARTICLE VII CORPORATE POWERS

The Corporation shall have the power to do all things necessary or convenient to carry out its business and affairs, including, without limitation, power:

- (1) To sue and be sued, complain and defend in its corporate name;
- (2) To have a corporate seal, which may be altered at will, and to use it, or a facsimile of it, by impressing or affixing it or in any manner reproducing it;
- (3) To make and amend bylaws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the corporation;
- (4) To purchase, receive, lease, or otherwise acquire, and own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;
- (5) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or any part of its property;



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- (6) To purchase, receive, subscribe for, or otherwise acquire; own, hold, vote, use, sell, mortgage, lend, pledge, or otherwise dispose of; and deal in and with shares or other interests in, or obligations of, any other entity;
- (7) 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, and
 - 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;
- (8) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (9) To be a promoter, incorporator, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other entity;
- (10) To conduct its business, locate offices, and exercise the powers granted by this chapter within or without this state;
- (11) To elect directors and appoint officers, employees, and agents of the corporations, define their duties, fix their compensation, and lend them money and credit;
- (12) 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;
- (13) To make donations for the public welfare or for charitable, scientific, or educational purposes;

- (14) To transact any lawful business that will aid governmental policy;
- (15) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the corporation.

ARTICLE VIII **EMERGENCY POWERS**

Emergency Defined. An emergency exists for purposes of this Article VIII if a quorum of the corporation's directors cannot readily be assembled because of some catastrophic event.

In anticipation of or during an emergency, the board of directors of a corporation may:

- (1) Modify lines of succession to accommodate the incapacity of any director, officer, employee, or agent; and
- (2) Relocate the principal office, designate alternative principal offices or regional offices, or authorize the officers to do so.

During an emergency, unless emergency bylaws provide otherwise:

- (1) Notice of a meeting of the board of directors need be given only to those directors whom it is practicable to reach and may be given in any practical manner, including by publication and radio; and
- (2) One or more officers of the corporation present at a meeting of the board of directors may be deemed to be directors for the meeting in order of rank and within the same rank in order of seniority, as necessary to achieve a quorum.

Corporate action taken in good faith during an emergency under this Article VIII to further the ordinary business affairs of the corporation:

- (1) Binds the corporation; and
- (2) May not be used to impose liability on a corporate director, officer, employee, or agent.

ARTICLE XI **LIABILITY OF DIRECTORS**

There shall be no liability of a director to the corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for:



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- (1) the amount of a financial benefit received by a director to which he or she is not entitled;
- (2) an intentional infliction of harm on the corporation or the shareholders;
- (3) a violation of Code of Alabama § 10-2B-8.33 regarding unlawful distributions;
- (4) an intentional violation of criminal law; or
- (5) a breach of the director's duty of loyalty to the corporation or its shareholders.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto subscribed their names to these Articles of Incorporation on this the 14th day of MAY 2010.



Gary A. Spires
Spires Management Services, LLC
Incorporator
By Gary A. Spires, Its President

This instrument prepared by:
Charles C. Dawson, Jr.
DAWSON & ASSOCIATES, LLC
3532 Vann Road
Suite 106
Birmingham, Alabama 35235

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:

PM North America, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Charles C. Dawson, Jr., 3532 Vann Rd Ste 106, Birmingham, AL 35235 for a period of one hundred twenty days beginning May 10, 2010 and expiring September 8, 2010.



**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 10, 2010

Date

Beth Chapman

Beth Chapman TM

Secretary of State