


This instrument was prepared by:

J. Richard Duke, Esquire  
Duke Law Firm, P.C.  
1572 Montgomery Highway, Suite 205  
Birmingham, Alabama 35216

  
20110606000165280 1/9 \$156.00  
Shelby Cnty Judge of Probate, AL  
06/06/2011 03:04:58 PM FILED/CERT

STATE OF ALABAMA     )  
                                  )  
SHELBY COUNTY         )

## **ARTICLES OF INCORPORATION**

**OF**

**REDS USA, INC.**

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR THE COUNTY OF SHELBY,  
STATE OF ALABAMA:

The undersigned natural person acting as incorporator of a corporation (hereinafter referred to as the "Corporation") under the provisions of the Alabama Business and Nonprofit Entity Code, *Ala. Code*, Section 10-2B-1.01 (1994), et seq. (this Code as amended from time to time is referred to herein as the "Code"), adopts the following Articles of Incorporation:

### **ARTICLE ONE NAME**

The name of the Corporation shall be REDS USA, INC.

### **ARTICLE TWO PURPOSES AND POWERS**

Section 2.1 The purposes for which the Corporation is organized are as follows:



(a) Primary purposes. To act in the capacity of providing diving services, rope access, deep-water diving and activities; to act as a holding company for subsidiary corporations, limited liability companies and any other entities; and to engage in any lawful business or activity related to the stated purposes and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business and Nonprofit Entity Code.

(b) Ancillary purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and to do all other things incidental to them or connected with them that are not forbidden by the Code, by other law, or by these Articles of Incorporation.

Section 2.2 Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Code or by these Articles of Incorporation, and solely in furtherance of but not in addition to the limited purposes set forth in Section 2.1 of this Article, shall have and exercise the following powers:

(a) Statutory powers. To have and exercise all the powers specified in the Code.

(b) Capacity to act. To have the capacity to act possessed by natural persons.

(c) Officers, agents and employees and their compensation. To elect or appoint officers and agents and to hire employees; to define their duties; and to fix their compensation.

(d) Agency. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals or other entities.

(e) Ancillary powers. To have and exercise all powers necessary or convenient to effect its purposes.

Section 2.3 Construction of powers. Each of the foregoing clauses of Section 2.2 of this Article shall not be construed as purposes but shall be construed as independent powers; and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to or inference from the terms of any other clause of Section 2.2. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of



general terms used in any of these clauses or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 2.4 Carrying out of purposes and exercise of powers in any jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 2.5 Direction of purposes and exercise of powers by directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Code or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without previous authorization or subsequent approval by the shareholders of the Corporation.

### **ARTICLE THREE PERIOD OF DURATION**

Section 3.1 Duration. The period of duration of the Corporation is perpetual.

Section 3.2 Corporation as separate entity. The Corporation shall continue as a separate entity independent of its shareholders and notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of any event which under the law of the State of



Alabama and under like circumstances would work a dissolution of a partnership. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind.

Section 3.3 Dissolution of Corporation. Upon the dissolution of the Corporation, the Board of Directors, as trustees of the property of the Corporation, shall apply the assets first to the payment of debts of the Corporation and secondly to the holders of the stock pro rata.

#### **ARTICLE FOUR**

#### **RIGHT OF CORPORATION TO ISSUE ITS SHARES**

Section 4.1 Issuance of shares. The Corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property or real property 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.

Section 4.2 Authorized shares. No holder of any stock of this Corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but unissued stock of this Corporation.

Section 4.3 Preemptive rights. Every shareholder of any shares of this Corporation shall have the preemptive right to purchase any portion of any shares of stock of the Corporation, including Treasury shares, that may be issued or sold by the Corporation, in accordance with the provisions of Section 10A-2-6.30 of the Code.



**ARTICLE FIVE  
INITIAL REGISTERED OFFICE AND REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation in the state of Alabama is 916 Belcher Drive, Pelham, Alabama 35124, and the name of its initial registered agent at such address is BRYAN P. KENSKI.

**ARTICLE SIX  
AUTHORIZED SHARES**

Section 6.1 Authorized shares. The total number of shares which the Corporation shall have authority to issue shall be One Hundred (100) shares of common stock of the par value of One Dollar (\$1.00) per share. Each shareholder may have his or her share issued (a) in his or her individual name; (b) in the names of two or more persons as joint tenants with right of survivorship and not as tenants in common; or (c) as tenants in common.

Section 6.2 Method of voting. At any meeting of the shareholders, each holder of the capital stock of the Corporation shall have one (1) vote for each such share of stock held by him.

**ARTICLE SEVEN  
PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS  
OF THE CORPORATION**

Section 7.1 Bylaws. The conduct of the business and the affairs of the Corporation shall be governed and regulated by its Bylaws. The Board of Directors is expressly authorized to alter, amend and repeal the Bylaws of the Corporation, without any action on the part of the shareholders; however, the Bylaws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting, provided notice of such proposed alteration, amendment or repeal by the shareholders be included in the notice of such special meeting of the shareholders.



Section 7.2 Management. The management of the business of the Corporation shall be vested in the Board of Directors who, in addition to the powers and authorities granted by the Bylaws, the statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the Corporation which are not by statute or the Bylaws of the Corporation directed or required to be exercised or done by the shareholders, or by the Corporation in a general meeting; subject, however, to the provisions of the *Code of Alabama*, the Code, these Articles of Incorporation, the Bylaws of the Corporation and to any resolution from time to time made by the Corporation in a general meeting, provided that no resolution or Bylaws so made shall invalidate any prior act of the directors which would have been valid if such Bylaws had not been made or if such resolution had not been adopted.

Section 7.3 Initial adoption. The initial Bylaws shall be adopted by the shareholders.

## **ARTICLE EIGHT DATA ABOUT DIRECTORS**

Section 8.1 Initial Board of Directors. The initial Board of Directors shall consist of three persons.

Section 8.2 Names and addresses. The names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors shall have been elected and qualified are as follows:

Name

Address

DENNIS GIOVANNI MECH

150 Old Bath Road  
Cheltenham  
Gloucestershire GL53 7DP, UK



CHARLES GRAHAM BIGNELL

Clevedon Cottage, Brimscombe, Stroud  
Gloucestershire GL5 2TS, UK

BRYAN PATRICK KENSKI

128 Glen Abbey Lane  
Alabaster, Alabama 35007, USA

Section 8.3 Increase or decrease of directors. The number of directors may be increased or decreased from time to time in accordance with the provisions of the Bylaws (or if no such provisions are stated in the Bylaws, then in accordance with Section 10-2B-8.03 of the Code, or its successor); but no decrease shall have the effect of shortening the term of any incumbent director.

## **ARTICLE NINE DATA ABOUT INCORPORATOR**

The name and address of the incorporator is as follows:

Name

Address

J. RICHARD DUKE

1572 Montgomery Highway, Suite 205  
Birmingham, Alabama 35216

## **ARTICLE TEN CONSTRUCTION PROVISIONS**

Section 10.1 Provisions of Articles of Incorporation. The invalidity or unenforceability of any provision or any part of a provision of these Articles of Incorporation shall not in any way affect the remaining provisions hereof, which shall continue in full force and effect.

Section 10.2 Registered shareholder. Insofar as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person 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 other person, whether or not the Corporation shall have notice thereof.



Section 10.3 Statutory enactments. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under 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 shareholders of a Corporation, shall apply to this Corporation and to every stockholder thereof to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

Section 10.4 Headings. The headings, titles and subtitles in these Articles of Incorporation have been inserted solely for convenient reference and shall be ignored in its construction.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his signature to these Articles of Incorporation on this the 6th day of June, 2011.

Deborah P. Holmes  
Witness

J. Richard Duke  
J. Richard Duke





20110606000165280 9/9 \$156.00  
Shelby Cnty Judge of Probate, AL  
06/06/2011 03:04:58 PM FILED/CERT

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 Title 10A, Chapter 1, Article 5, Code of Alabama 1975, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**Reds USA, Inc.**

This domestic corporation name is proposed to be formed in Shelby County and is for the exclusive use of DUKE LAW FIRM, P.C., 1572 MONTGOMERY HIGHWAY, SUITE 205, BIRMINGHAM, AL 35216 for a period of one hundred twenty days beginning May 31, 2011 and expiring September 29, 2011

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.



581-535

June 2, 2011

Date

*Beth Chapman*

Beth Chapman

Secretary of State