

STATE OF ALABAMA)
SHELBY COUNTY)


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Shelby Cnty Judge of Probate, AL
09/02/2014 03:09:56 PM FILED/CERT

: CERTIFICATE OF FORMATION :

MECHANICAL INDUSTRIAL MAINTENANCE, Inc.

ARTICLES OF INCORPORATION

For the purpose of forming a domestic business corporation pursuant to Chapter 2 and Chapter 1 (to the extent the provisions thereof are applicable to business corporations) of the Alabama Business and Non-profit Entities Code and any act amendatory thereof, supplementary thereto or substituted therefor (hereinafter referred to as the "Entities Code"), the undersigned does hereby sign and adopt these Articles of Incorporation as and for the certificate of formation pursuant to the Entities Code, and, upon the filing for record of these Articles of Incorporation in the Office of the Judge of Probate of Shelby County, Alabama, the existence of a Corporation (hereinafter referred to as the "Corporation"), under the name set forth in Article 1 hereof, shall commence.

ARTICLE 1

Name

1.1 The name of the Corporation shall be :

"Mechanical Industrial Maintenance, Inc."

ARTICLE 2

Type of Entity

2.1 The type of entity being formed under the Entities Code is a **Domestic Business Corporation.**

ARTICLE 3
Period of Duration

3.1 The period of duration shall be **unlimited and perpetual**.

ARTICLE 4
Purposes, Objects and Powers

4.1 The purposes, objects and powers of the Corporation are:

(a) To engage in any lawful business, act or activity for which a corporation may be organized under the Entities Code, it being the purpose and intent of this Article 4 to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Entities Code as provided for in Title 10A of the Code of Alabama, 1975.

(b) To carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the Entities Code and all other applicable laws of the State of Alabama.

(c) Without limiting the scope and generality of the foregoing, the Corporation shall have the following specific purposes, objects and powers:

- (1) To engage in the business of providing service, maintenance, parts and supplies to and for all types of Millwright and associated businesses and equipment and to engage in all activities and endeavors related to, necessary for, or arising from the same;
- (2) To sue and be sued, to file Complaints and Defend in its corporate name;
- (3) 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;
- (4) To make and amend By-Laws, not inconsistent with its articles of incorporation or with the laws of this state, for managing the business and regulating the affairs of the Corporations;
- (5) To purchase, receive, lease, or otherwise acquire, and/or own, hold, improve, use, and otherwise deal with, real or personal property, or any legal or equitable interest in property, wherever located;

- (6) To sell, convey, mortgage, pledge, lease, exchange, and otherwise dispose of all or part of its property;
- (7) 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 interest in, or obligations of, any other entity;
- (8) To make contracts, including guaranty 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. To make contracts of guaranty and suretyship and indemnity agreements that are necessary or convenient to the conduct, promotion or attainment of the business of the Corporation, and
 - b. To make contracts of guaranty 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 Corporation, (ii) a person that owns, directly or indirectly, all of the outstanding stock of the 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.
- (9) To lend money, invest and reinvest its funds, and receive and hold real and personal property as security for repayment;
- (10) To be a promoter, incorporator, organizer, partner, member, trustee, associate, or manager of any domestic or foreign corporation, partnership, joint venture, trust, or other entity;
- (11) To conduct its business, locate offices, and exercise the powers granted by the Entities Code within or without this state;
- (12) To elect directors and appoint officers, employees, and agents of the Corporation, define their duties, fix their compensation, and lend them money and credit;
- (13) To pay pensions and establish pensions 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;

- (14) To make donations for the public welfare or for charitable, scientific, or educational purposes;
- (15) To transact any lawful business that will aid governmental policy; and
- (16) To make payments or donations, or do any other act, not inconsistent with law, that furthers the business and affairs of the Corporation.
- (17) To transact any and all lawful business for which corporations, that are incorporated under the laws of the State of Alabama, may transact.

4.2 All words, phrases and provisions in this Article 4 are used in their broadest sense, are not limited by reference to, or inference from, any other words, phrases or provisions and shall be so construed. For purposes of these Articles of Incorporation, the term "person" includes any individual or entity.

ARTICLE 5

Shares

5.1 The aggregate number of shares the Corporation is authorized to issue shall be **100** shares of Common Stock of the par value of **\$10.00** per share. Said Common Stock is to have voting rights, with 1 vote per share of Common Stock. Additionally, the class of Common Stock shall have the right to receive the net assets of the Corporation upon the dissolution of said Corporation.

5.2 No shareholder of the Corporation shall have any preemptive right to acquire any unissued shares of the Corporation of any class now or hereafter authorized, or any securities convertible into, or exchangeable for, any such shares, or any warrants or any instruments evidencing rights or options to subscribe for, purchase or otherwise acquire any such shares, whether such shares, securities, warrants or other instruments are now, or shall hereafter be, authorized, unissued or issued and thereafter acquired by the Corporation unless so authorized by the Board of Directors of said Corporation.

5.3 The By-Laws of the Corporation, and agreement among shareholders of the Corporation or an agreement between shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that such bylaw provision or agreement may exist restricting the transfer or registration of transfer of

shares of the Corporation. If such By-Law provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate of certificates evidencing the shares to which the restrictions relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction.

ARTICLE 6
Registered Office and Registered Agent

6.1 The street address of the Corporation's initial registered office shall be :

136 B Marketplace Circle, Suite 153, Calera, Alabama 35040

6.2 The Corporation's initial registered agent at such office shall be :

Mannely Morales
P. O. Box 397
143 County Highway #311
Shelby, Alabama 35143

ARTICLE 7
Incorporator

7.1 The name and address of the sole incorporator is as follows:

<u>NAME</u>	<u>ADDRESS</u>
Mannely Morales	P. O. Box 397 143 County Highway #311 Shelby, Alabama 35143

ARTICLE 8
Initial Directors

8.1 The number of directors constituting the initial Board of Directors shall be **ONE (1)**. After the first annual meeting of shareholders, or a meeting specifically in lieu thereof, the number of directors shall be as set forth in, or as determined in accordance with, the By-Laws of the Corporation.

8.2 The names and address of the person who is to serve as the initial director until the first annual meeting of shareholders or until such persons' successor is elected and qualifies, except as otherwise provided in Article 8, is as follows:

<u>DIRECTOR</u>	<u>ADDRESS</u>
Mannely Morales	P. O. Box 397 143 County Highway #311 Shelby, Alabama 35143

ARTICLE 9
Internal Affairs

9.1 The initial By-Laws of the Corporation shall be adopted by the shareholders. The power to alter, amend or repeal the By-Laws or adopt new By-Laws shall be vested in the Board of Directors and the shareholders, or either of them, which power may be exercised in the manner and to the extent provided in the By-Laws; provided, however, that the board of Directors may not alter, amend or repeal any By-Laws or resolution of the shareholders establishing the number of directors (except that the Board of Directors shall have the power to fix or change the number of directors as set out in Section 9.2 below), the time or place of shareholders' meetings, or what constitutes a quorum at shareholders' meetings, or any Bylaw or resolution that was adopted by the shareholders and specifically provided that it cannot be altered, amended or repealed by the Board of Directors. The By-Laws may contain any provisions for regulating the business and affairs of the Corporation that is not inconsistent with law or these Articles of Incorporation.

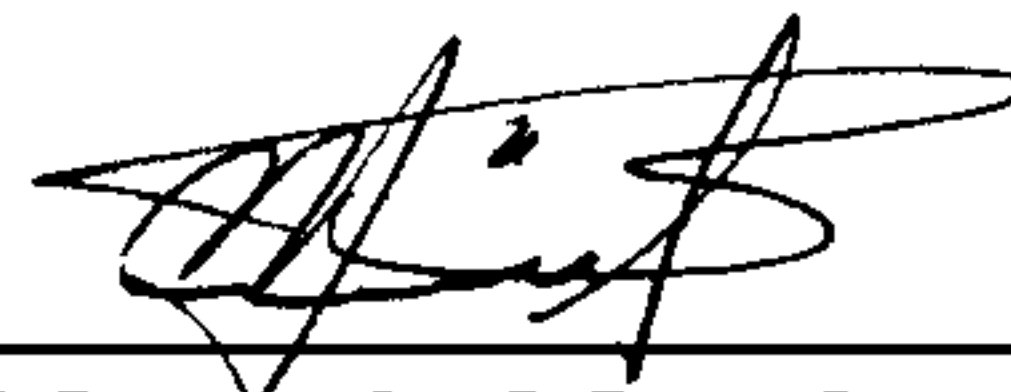
9.2 All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, its Board of Directors, subject to any limitations set forth in these Articles of Incorporation or in an agreement authorized under the Entities Code. The number of directors comprising the initial Board of directors shall be as set forth in Article 8 above. The number of directors of the Corporation shall be fixed from time to time in the manner provided in the By-Laws, or, in the absence of such a By-Law the number of directors shall be **ONE (1)**. The number of directors may be increased or decreased from time to time by amendment to the By-Laws or in the manner provided for therein, provided that the

Board of Directors may not, and only shareholders may, increase or decrease by more than 30% the number of directors last approved by the shareholders.

9.3 No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except liability for: **(a)** the amount of a financial benefit received by the director to which he or she is not entitled; **(b)** an intentional infliction of harm on the Corporation or the shareholders; **(c)** voting for or assenting to any unlawful distribution, as defined in the Entities Code; **(d)** an intentional violation of criminal law; or **(e)** a breach of the director's duty of loyalty to the Corporation or its shareholders. If the Entities Code is hereafter amended to further eliminate or limit the liability of a director, then a director of the Corporation, in addition to the circumstances in which a director is not personally liable as set forth in the preceding sentence, shall not be liable to the fullest extent permitted by the amended Entities Code.

9.4 The Corporation reserves the right, from time to time, to amend, alter or repeal each and every provision contained in these Articles of Incorporation, or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Entities Code and all rights conferred upon shareholders at any time are granted subject to this reservation. Any such amendment for which voting by voting group is required by the Entities Code shall be effective only if each voting group approves in addition to approval of all shareholders entitled to vote.

IN TESTIMONY WHEREOF, witness the hand and seal of the undersigned incorporator on this the 28th, day of August, 2014.



Mannely Morales,
Incorporator

This Instrument prepared by:

William T. Harrison, Sr.
Attorney at Law
106 South Main Street
P. O. Box 902
Columbiana, Alabama 35051
Phone: (205) 669-6701
Facsimile: (205) 669-0958
williamtharrison@bellsouth.net

Jim Bennett
Secretary of State

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

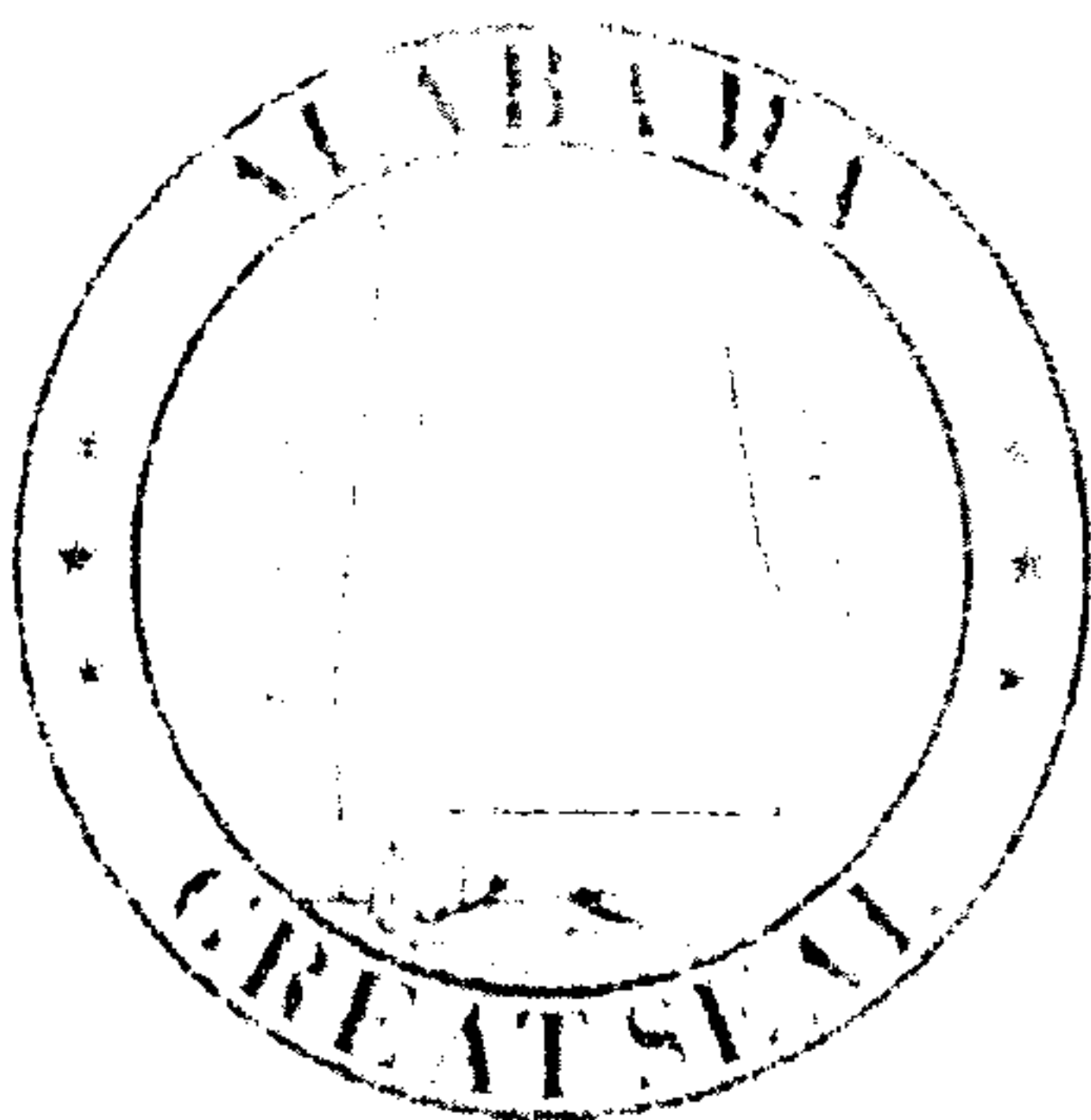
STATE OF ALABAMA

**I, Jim Bennett, Secretary of 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:

Mechanical Industrial Maintenance Inc

This name reservation is for the exclusive use of Mannely Morales, 136 B
Marketplace Circle No. 153, Calera, AL 35040 for a period of one year beginning
September 16, 2013 and expiring September 16, 2014



RES636786

**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.**

September 16, 2013

Date

A handwritten signature in black ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State



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