

#### CERTIFICATE OF INCORPORATION

**OF** 

## ADVANCED COMPUTER ENGRAVING, INC.

Pursuant to Section 10A-2-1, Code of Alabama (1975) et seq., the undersigned hereby adopts the following Articles of Incorporation:

## **ARTICLE I - NAME**

The Name of the Corporation shall be Advanced Computer Engraving, Inc. (the "Company").

## **ARTICLE II - DURATION**

The period of duration of the Company shall be perpetual, unless it is dissolved and its affairs wound up in accordance with the Alabama Business and Nonprofit Entities Code, Section 10A-2-1, Code of Alabama (1975) et seq., the ("Act").

#### ARTICLE III - PURPOSES

The Company has been organized to engage in the business of providing engraving services and any other lawful business the Board of Directors shall reasonably decide to pursue. The Company shall have all powers permitted by the Act, as amended from time to time.

## ARTICLE IV - REGISTERED AGENT/OFFICER

The location and street address of the initial registered office shall be 50 Commerce Drive, Pelham, Alabama 35124, and its registered agent at such address shall be Robert J. Reuse.

#### ARTICLE V - INCORPORATOR

The name and address of the incorporator is as follows:

Robert J. Reuse, in his capacity as President of Alabama Controls, Inc. 50 Commerce Drive Pelham, Alabama 35124.

# ARTICLE VI – AUTHORITY TO ISSUE SHARES

The Company is authorized to issue up to 1,000 shares of stock with the par value to be \$0.0001 per share. Each share carries with it full voting rights as outlined in the Company's Bylaws.

# **ARTICLE VII - INITIAL STOCKHOLDERS**

The names and addresses of the Initial Stockholder as follows:

Alabama Controls, Inc. 50 Commerce Drive Pelham, Alabama 35124.

## **ARTICLE VIII - DIRECTORS**

The Company is to be managed by a Board of Directors. The following person is the Director who is to serve until the first annual meeting of Stockholders or until his successor is elected and qualified:

Robert J. Reuse

The Initial Stockholder shall have the right and ability to admit additional Stockholders under such terms and conditions as the Stockholder shall provide in the company Bylaws. Initial Stockholder shall also have the right and ability to admit additional Directors under such terms and conditions as the Stockholder shall provide in the company Bylaws. Upon dissociation from the Company, the remaining Stockholders of the Company, upon unanimous vote, shall have the right and ability to continue in the purposes of the Company on such terms as may be provided by agreement of the Company.

### ARTICLE IX – DIRECTOR LIABILITY

No director shall be personally liable to the Company or its Stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Company or its stockholders, or (ii) for acts or omissions which involve intentional misconduct or a knowing violation of law. No amendment to or repeal of this Article Nine shall apply to or have any effect on the liability or alleged liability of any director of the Company for or with respect to any acts or omissions of such director occurring prior to such amendment.

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20170317000091220 2/4 \$159.00 Shelby Cnty Judge of Probate: AL 03/17/2017 03:32:17 PM FILED/CERT Robert J. Reuse, as President of Alabama

Controls, Inc.

This document prepared by:

CHRISTIAN & SMALL LLP 505 20th St. North, Suite 1800 Birmingham, Alabama 35203 Phone: (205) 795-6588

20170317000091220 3/4 \$159 00 Shelby Cnty Judge of Probate: AL 03/17/2017 03:32:17 PM FILED/CERT John H. Merrill Secretary of State P.O. Box 5616 Montgomery, AL 36103-5616

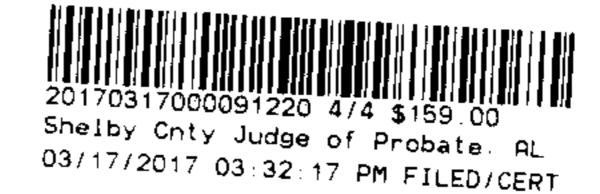
# STATE OF ALABAMA

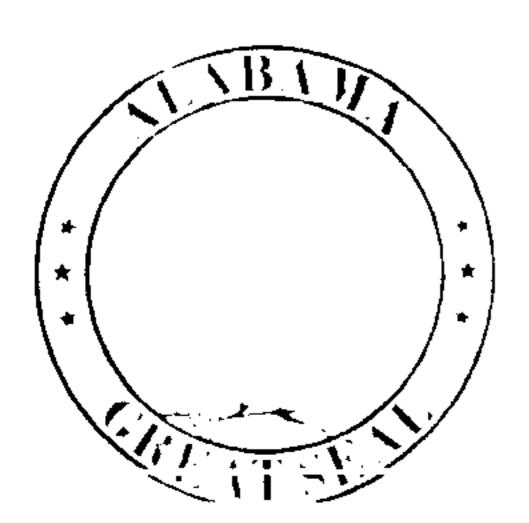
I, John H. Merrill, Secretary of State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that

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:

Advanced Computer Engraving, Inc.

This name reservation is for the exclusive use of Alabama Controls, Inc., 50 Commerce Drive, Pelham, AL 35124 for a period of one year beginning March 08, 2017 and expiring March 08, 2018





RES752008

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.

March 08, 2017

Date

X 74. Menill

John H. Merrill

**Secretary of State**