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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

VH

AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

227 SOUTH CALHOUN STREET
P.O. BOX 391 (ZIP 32302)
TALLAHASSEE, FLORIDA 32301
(850) 224-9115 FAX (850) 222-7560
Writer's Direct Line: (850) 425-5457

September 22, 2009

Secretary of State
2661 Executive Center Circle West
Tallahassee, Florida 32301

VIA HAND DELIVERY

Re: **Ajax Building Corporation of Alabama**

Dear Madam/Sir:

Enclosed for filing are the original and one copy of the Articles of Incorporation and Designation of Registered Agent for the above-referenced corporation. Also enclosed is our check in the amount of:

☐ \$70.00
Filing Fee

☐ \$78.75
Filing Fee &
Certificate of Status

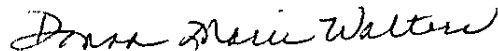
☐ \$78.75
Filing Fee &
Certified Copy

☒ \$87.50
Filing Fee and **two**
Certified Copies

I would appreciate your calling me at 425-5457 when the **two (2) certified copies** are ready, and I will arrange for someone to pick them up. Please do not hesitate to call me or Aaron Holloway if you have any questions.

Thank you in advance for your usual assistance in these matters.

Sincerely,



Donna Marie Walters, FRP
Florida Registered Paralegal

/dmw

Enclosures

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**ARTICLES OF INCORPORATION
OF
AJAX BUILDING CORPORATION OF ALABAMA**

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida.

**Article 1.
Name and Principal Office**

The name of this Corporation shall be **Ajax Building Corporation of Alabama**. The principal place of business and mailing address of this Corporation shall be 1080 Commerce Boulevard, Midway, Florida 32343-6678.

**Article 2.
Nature of Business**

The Corporation may engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

**Article 3.
Stock**

The authorized capital stock of this Corporation shall consist of fifty thousand (50,000) shares of voting common stock with a par value of One Dollar (\$1.00) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock; and such agreements may take the form of options, rights of first refusal, buy, and sell agreements, or any other lawful form of agreements.

**Article 4.
Preemptive Rights**

Each stockholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the par value thereof, a pro rata portion of:

- A. any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and

whether or not of unissued shares authorized by the Articles of Incorporation as filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash, services rendered, personal property, or real property or leases thereof; or

- B. any obligation that the Corporation may issue or sell that is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instrument or instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

Article 5. Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

Article 6. Incorporator

The name and street address of the Incorporator of this Corporation are as follows:

WILLIAM P. BYRNE
109 Commerce Boulevard
Oldsmar, Florida 34677-2812

Article 7. Term of Corporate Existence

This Corporation shall exist perpetually unless dissolved according to law.

Article 8. Address of Registered Office and Registered Agent

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 109 Commerce Boulevard, Oldsmar, Florida 34677-2812. The name of the initial Registered Agent of the Corporation at the above address shall be **William P. Byrne**. The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

**Article 9.
Number of Directors**

This Corporation shall have no fewer than one Director and not more than five (5) Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article 10.
Initial Board of Directors**

The initial Board of Directors shall consist of three (3) persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

John B. "Jay" Smith II
1080 Commerce Boulevard
Midway, Florida 32343-6678

William P. Byrne
109 Commerce Boulevard
Oldsmar, Florida 34677-2812

Kenneth Lindlau
1080 Commerce Boulevard
Midway, Florida 32343-6678

**Article 11.
Officers**

The Corporation shall have a president, a secretary, and a treasurer and may have additional and assistant officers including, without limitation thereto, one or more vice-presidents, assistant secretaries, and assistant treasurers. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President	William P. Byrne 109 Commerce Boulevard Oldsmar, Florida 34677-2812
Vice President	John B. Smith II 1080 Commerce Boulevard Midway, Florida 32343-6678
Secretary-Treasurer	Kenneth Lindlau 1080 Commerce Boulevard Midway, Florida 32343-6678

Article 12.
Transactions In Which Directors
Or Officers Are Interested

12.01. No contract or other transaction between the Corporation and one or more of its Directors or officers or between the Corporation and any other Corporation, firm, or entity in which one or more of the Corporation's Directors or officers are Directors, or officers or have a financial interest, shall be void or voidable solely because of such relationship or interest or solely because such Director or Directors or officer or officers is present at or participates in the meeting of the Board of Directors or a committee that authorizes, approves, or ratifies such contract or transaction or solely because his or their votes are counted for such purpose, if:

- A. The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Director or Directors; or
- B. The fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote thereon and they authorize, approve, or ratify such contract or transaction by vote or written consent; or
- C. The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized by the Board of Directors, a committee thereof, or the Shareholders.

12.02. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof that authorizes, approves, or ratifies such contract or transaction.

Article 13.
Indemnification

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines, and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit, or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit, or proceeding by judgment, order, settlement, or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following manners:

- A. a majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or
- B. if a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- C. if a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit, or proceeding shall be determinative that the person acted within the necessary standard of conduct, and no further determination shall be required.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, upon a preliminary determination by the disinterested board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he or she acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to any person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of his or her heirs, executors, administrators, and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify such person against such liability under the provisions of this Article.

Article 14. Financial Information

The Corporation shall not be required to prepare and provide a balance sheet and a profit and loss statement to its Shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the Shareholders each year hereafter unless a resolution to the contrary has been adopted by the Shareholders.

**Article 15.
Amendment**

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law, and all rights conferred upon Shareholders hereunder are granted subject to this reservation.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 21 day of SEPTEMBER, 2009.



WILLIAM P. BYRNE, Incorporator

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

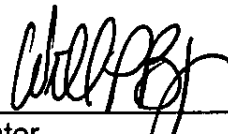
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AND
FILED

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In compliance with Sections 48.091 and 607.0501, Florida Statutes, submitted:

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AJAX BUILDING CORPORATION OF ALABAMA, desiring to organize as a corporation under the laws of the State of Florida, has designated 109 Commerce Boulevard, Oldsmar, Florida 34677-2812, as its initial registered office and has named **William P. Byrne**, located at said address, as its initial Registered Agent.



Incorporator

Date: SEPTEMBER 21, 2009

Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



WILLIAM P. BYRNE

Registered Agent

Date: SEPTEMBER 21, 2009