

9404459

02/14/94

SCOTT INDUSTRIAL SERVICE, INC.

**Secretary of State  
Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King Jr. Dr.  
Atlanta, Georgia 30334-1530**

CONTROL NUMBER: 9404459  
EFFECTIVE DATE: 02/14/1994  
COUNTY : THOMAS  
REFERENCE : 0062  
PRINT DATE : 02/23/1994  
FORM NUMBER : 311

DOUGLAS K. SILVIS  
115 SEWARD STREET  
P.O. BOX 1557  
THOMASVILLE GA 31799

**CERTIFICATE OF INCORPORATION**

I, **MAX CLELAND**, Secretary of State and the Corporation Commissioner of the State of Georgia, do hereby certify under the seal of my office that

**SCOTT INDUSTRIAL SERVICE, INC.**

has been duly incorporated under the laws of the State of Georgia on the effective date stated above by the filing of articles of incorporation in the office of the Secretary of State and by the paying of fees as provided by Title 14 of the Official Code of Georgia Annotated.

WITNESS my hand and official seal in the City of Atlanta and the State of Georgia on the date set forth above.



*Max Cleland*

MAX CLELAND  
SECRETARY OF STATE

*Verley J. Spivey*

VERLEY J. SPIVEY  
DEPUTY SECRETARY OF STATE

SECURITIES  
656-2894

CEMETERIES  
656-3079

CORPORATIONS  
656-2817

CORPORATIONS HOT LINE  
404-656-2222  
Outside Metro-Atlanta

**ARTICLES OF INCORPORATION**  
**OF**  
**SCOTT INDUSTRIAL SERVICE, INC.**

The undersigned, for the purpose of forming a corporation pursuant to the provisions of the Georgia Business Corporation Code, O.C.G.A. 14-2-101 et seq., hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

1.01 The name of the corporation is "SCOTT INDUSTRIAL SERVICE, INC."

**ARTICLE II**

**AUTHORITY FOR EXISTENCE**

2.01 The corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

**ARTICLE III**

**DURATION**

3.01 The corporation shall have perpetual existence.

**ARTICLE IV**

**PURPOSE**

4.01 The corporation is organized for profit and for any lawful purpose or purposes not specifically prohibited to corporations under the laws of the State of Georgia, including but not limited to engaging in millwright and machine services and the fabrication, installation and repair of mill and other equipment and all things incidental thereto.

**ARTICLE V**

**POWERS**

5.01 The corporation shall have all powers provided by law and not inconsistent with these articles including but not limited to those powers enumerated in Section 14-2-302 of the current Official Code of Georgia Annotated and its related and successor provisions.

**ARTICLE VI**

**CAPITAL STOCK**

6.01 The corporation shall have the authority to issue not more than 12,000 shares of a common class having a par value of \$1.00 per share.

**ARTICLE VII**

**CAPITAL**

7.01 The corporation shall not commence business until it has received consideration of at least \$500.00 in value for the issuance of its shares.

**ARTICLE VIII**

**OFFICERS**

8.01 The officers of the corporation shall be elected by majority vote of the directors of the corporation. If there is only one (1) director, the director may appoint and remove officers.

8.02 The corporation may have such officers as determined by the directors or set forth in the Bylaws except that it shall have at least a President and a Secretary. The offices of President and Secretary may be held by the same person. Any offices may be jointly held as provided in Section 14-2-840 (d) of the Official Code of Georgia Annotated. Unless or until the directors or the Bylaws otherwise delegate (pursuant to section 14-2-840(c)) the responsibility of preparing minutes of directors and shareholders' meetings and of authenticating records, the Secretary shall have that responsibility.

8.03 The following persons shall serve as initial officers of the corporation, until their successors are duly elected or appointed:

- a. President: James M. Scott, Jr.
- b. Vice President: Lisa Michelle Scott
- c. Secretary: James M. Scott, Jr.
- d. Treasurer: James M. Scott, Jr.

#### ARTICLE IX

##### PREEMPTIVE RIGHTS

9.01 Each common shareholder of the corporation shall have preemptive rights to acquire his or her proportional part of any authorized and unissued or treasury shares of the same class that are offered for sale by the corporation, as provided in Section 14-2-630 (c) of the Official Code of Georgia Annotated and its related and successor provisions.

#### ARTICLE X

##### EMPLOYEE'S SHARE PURCHASE PLAN

10.01 The corporation may, on terms and conditions authorized in this paragraph and by law, provide and carry out an employee share purchase plan or plans, providing for the issue and sale, or for the granting of options for the purchase of its unissued shares, or of issued shares not subject to preemptive rights purchased or to be purchased or acquired, to employees of the corporation or of any subsidiary or to a trust on their behalf. Shares sold under the plan or plans are not subject to preemptive rights. (The plan or plans may fix the consideration for the sale of the shares.) Before becoming effective, any employee share purchase plan must be approved or authorized by 66 2/3% of the shareholders of the corporation. Shareholder approval shall not be necessary or required to ratify director action.

#### ARTICLE XI

##### DIRECTORS

11.01 The initial Board of Directors of the corporation shall consist of one member.

11.02 The name and address of the initial director is:

James M. Scott, Jr.  
P.O. Box 113  
Thomasville, GA 31799

11.03 Successor directors shall be elected by the shareholders by majority vote. If there is only one shareholder, the shareholder may appoint and remove directors.

11.04. As permitted under Section 14-2-803 of the Official Code of Georgia Annotated, the shareholders may, by majority vote of persons holding not less than  $66 \frac{2}{3}\%$  ( $\frac{2}{3}$ ) of the issued and outstanding shares of the corporation, increase the number of directors. However, the number of directors may only be decreased by unanimous (100%) agreement of all shareholders and, in accordance with Section 14-2-803 (c), no decrease in the number of directors shall have the effect of shortening the term of any incumbent director.

#### ARTICLE XII

##### BYLAWS

12.01 Since the initial director or directors are specified herein, the initial bylaws of the corporation shall be adopted by its Board of Directors in accordance with Section 14-2-206 of the Official Code of Georgia Annotated. Except as otherwise provided by law, bylaws may be adopted, amended, or repealed either by action of the shareholders of this corporation or by action of the Board of Directors; provided that any bylaw relating to directors, shares or corporate officers can only be adopted, amended, or repealed by the vote or written consent of those owning not less than  $66 \frac{2}{3}\%$  of the shares issued and outstanding and not otherwise, and any reduction in the number of directors shall require unanimous approval of the shareholders. To the extent not inconsistent herewith, Section 14-2-1020, O.C.G.A., shall control.

#### ARTICLE XIII

##### AMENDMENT OF ARTICLES

13.01 Except as otherwise provided below, these Articles can be amended by majority vote of the directors to the extent permitted under Section 14-2-1002 of the Official Code of Georgia Annotated. In other cases, amendment shall be as provided by Sections 14-2-1003 and following sections of the Official Code of Georgia Annotated and their related and successor provisions and shall require the appropriate action of the shareholders as specified therein.

13.02 However, notwithstanding any other provision in these Articles of Incorporation, the affirmative vote of not less than 66 2/3 per cent of all outstanding shares shall be required to approve the amendment of any provisions in these Articles pertaining to the number of directors or pertaining to the shares of the corporation, and unanimous shareholder approval shall be required to reduce the number of directors.

#### ARTICLE XIV

##### DISTRIBUTION OF CAPITAL SURPLUS

14.01 The Board of Directors of the corporation may, from time to time at its discretion, distribute a portion of its assets to its shareholders out of the capital surplus of the corporation.

#### ARTICLE XV

##### CORPORATE ACQUISITION OF SHARES

15.01 The corporation may, upon the adoption of a resolution by its Board of Directors, purchase its own shares of stock to the extent of unreserved and unrestricted capital surplus available.

#### ARTICLE XVI

##### INITIAL PRINCIPAL OFFICE

16.01 The mailing address of the initial principal office of the corporation is as follows:

Scott Industrial Service, Inc.  
P.O. Box 113  
Thomasville, GA 31799

#### ARTICLE XVII

##### REGISTERED OFFICE AND AGENT

17.01 The street address and county of the initial registered office and the name of its initial registered agent at that office are as follows:

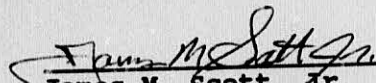
- a. Initial Registered Agent: James M. Scott, Jr.  
b. Street Address: Route 1, U.S. 19 South  
Thomasville, GA 31792  
c. County: Thomas

**ARTICLE XVIII**

**INCORPORATOR**

18.01 The name and mailing address of the incorporator is:  
James M. Scott, Jr., P.O. Box 113, Thomasville, GA 31799.

IN WITNESS WHEREOF, I have subscribed my name as  
incorporator this 11<sup>th</sup> day of February, 1994.

  
James M. Scott, Jr.

Please return Certificate of Incorporation to  
and Address Any Questions to:

Douglas K. Silvis, Attorney for Corporation  
Georgia Bar No. 646850  
LAW OFFICES OF DOUGLAS K. SILVIS, P.C.  
P.O. Box 1557  
Thomasville, GA 31799  
Telephone: (912) 228-4258

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BSR (3)  
FEB 19 10 03 AM '94

SECRETARY OF STATE

LAW OFFICES OF  
DOUGLAS K. SILVIS, P.C.

115 SEWARD STREET

P. O. Box 1557

THOMASVILLE, GEORGIA 31799

DOUGLAS K. SILVIS, J.D.

CHRIS E. AMBROSE, J.D.

TEL. (912) 228-4258

FAX (912) 228-7586

February 10, 1994

Mr. Max Cleland  
Secretary of State  
State of Georgia  
Suite 315, West Tower  
#2 Martin Luther King Jr. Drive, S.E.  
Atlanta, GA 30334-1530

Re: Incorporation of Scott Industrial Service, Inc.  
Our Matter No. 1574.2366

Dear Sir:

In accordance with Section 14-2-202, Official Code of Georgia Annotated (O.C.G.A.), you will find enclosed the following documents:

1. The original Articles of Incorporation of the above captioned corporation and one conformed copy of said Articles, which are submitted for filing as provided in Section 14-2-120 (h);
2. Payment to you of the fee of \$60.00 provided for in Section 14-2-122;
3. Partially completed transmittal BSR Form 227 for Georgia profit or nonprofit corporations. Please complete the remainder of the form.

A Notice of Intent to Incorporate has been mailed to the publisher of the newspaper which is the official organ of the county where the registered office of the corporation is located, which letter is in the form designated by Section 14-2-201.1. A check in the sum of \$40.00 payable to the designated newspaper, was enclosed and forwarded directly to the newspaper.

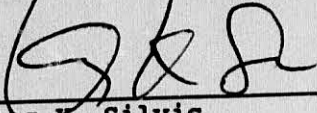
A Consent to the Appointment by the Registered Agent designated in the Articles of Incorporation in accordance with Section 14-2-202(a)(3) has been obtained and will be held in our files, since you no longer require filing of same.

Please process these documents in the manner prescribed by law and, if everything is in order, please issue a Certificate of Incorporation to the above-captioned corporation, attach it to one conformed copy of the Articles of Incorporation, and return it to us.

Mr. Max Cleland  
February 10, 1994  
Page 2 of 2

Sincerely,

LAW OFFICES OF DOUGLAS K. SILVIS, P.C.

By:   
\_\_\_\_\_  
Douglas K. Silvis  
Attorney for the Incorporator

Enclosures

cc: Mr. James M. Scott, Jr.  
P.O. Box 113  
Thomasville, GA 31799

DKS:\corp\2366cvr.1tr:djw



MAX CLELAND  
Secretary of State  
State of Georgia

Business Services and Regulation  
Suite 315, West Tower  
2 Martin Luther King, Jr. Drive  
Atlanta, Georgia 30334-1530  
(404) 656-2817

TRANSMITTAL INFORMATION FOR GEORGIA  
PROFIT OR NONPROFIT CORPORATIONS

J. F. GULLION  
Director

DO NOT WRITE IN SHADED AREA - SOS USE ONLY

DOCKET #	940470710	PENDING CONTROL #	PO59873	CONTROL #	9404459 (P)
Docket Code	311	Corporation Type	DP		
Date Filed	2/14/94	Amount Received \$	60	Check/Receipt #	1902
Jurisdiction (County) Code	136				
Examiner	10			Date Completed	2/23/94

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE REMAINDER OF THIS FORM.  
INSTRUCTIONS ARE ON THE BACK OF THIS FORM.

1.	940130838	
	Corporate Name Reservation Number	
	Scott Industrial Service, Inc.	
	Corporate Name (exactly as appears on name reservation)	✓
2.	Douglas K. Silvis, Esq.	912-228-4258
	Applicant/Attorney	Telephone Number
	115 Seward Street, P.O. Box 1557	
	Address	31799
	Thomasville	GA
	City	State
		Zip Code
3.	NOTICE: THIS FORM DOES NOT REPLACE THE ARTICLES OF INCORPORATION. MAIL OR DELIVER DOCUMENTS AND THE SECRETARY OF STATE FILING FEE TO THE ABOVE ADDRESS. DOCUMENTS SHOULD BE SUBMITTED IN THE FOLLOWING ORDER. (A COVER LETTER IS NOT REQUIRED.)	
	1. FORM 227 - TRANSMITTAL FORM (ATTACH SECRETARY OF STATE FILING FEE OF \$60.00 TO THIS FORM)	
	2. ORIGINAL ARTICLES OF INCORPORATION	
	3. ONE COPY OF ARTICLES OF INCORPORATION	
	I understand that the information on this form will be entered in the Secretary of State business registration database. I certify that a Notice of Incorporation or a Notice of Intent to Incorporate with a publishing fee of \$40.00 has been or will be mailed or delivered to the authorized newspaper as required by law.	
	<i>Douglas K Silvis</i>	2/11/94
	Authorized Signature	Date