

T & G CONTROLS, INC.

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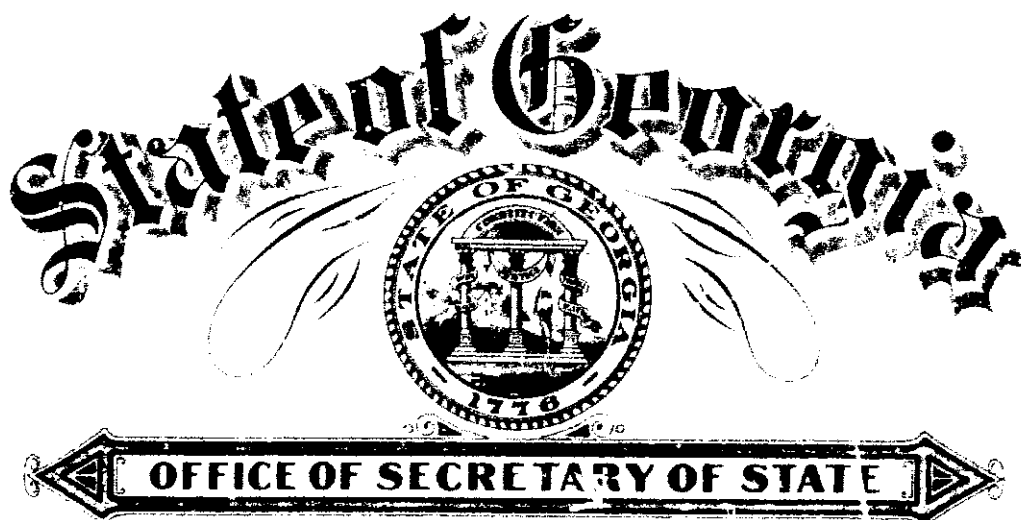
April 22nd, 1974
Fulton County

Charles M. Turner, Jr.

Max. 250,000 Shares com. @ No Par Value. Paid in \$1,000.00

10/10/74
TS

DUPLICATE



I, Ben M. Fortson, Jr., Secretary of State of the State of Georgia, do hereby certify that

"T & G CONTROLS, INC."

was on the **22nd** day of **April** **1974**
duly incorporated under the laws of the State of Georgia by the Superior Court of
Fulton County for a period of **Perpetual** years
from said date, in accordance with the certified copy hereto attached, and that the original
articles of incorporation of said corporation has been duly filed in the office of the
Secretary of State and the fees therefor paid, provided by law.

IN TESTIMONY WHEREOF, I have hereunto set my hand
and affixed the seal of the State of Georgia at the Capitol, in the City of
Atlanta, this **24th** day of **April** in the year
of our Lord One Thousand Nine Hundred and Seventy
FOUR and of the Independence of the United States
of America the One Hundred and **Ninet** **Eighth**

Ben M. Fortson, Jr.

SECRETARY OF STATE, EX-OFFICIO CORPORATION
COMMISSIONER OF THE STATE OF GEORGIA.

ARTICLES OF INCORPORATION
OF
T & G CONTROLS, INC.

1.

The name of the Corporation is T & G CONTROLS, INC.

2.

The Corporation shall have perpetual duration.

3.

The Corporation is organized for the following purposes:

(a) To develop, manufacture, assemble, fabricate, import, lease, purchase or otherwise acquire, invest in, hold, use, license the use of, install, handle, maintain, service or repair, sell, pledge, mortgage, exchange, export, distribute, lease, assign and otherwise dispose of, and generally to trade and deal in and with, as principal or agent, at wholesale, retail, on commission, or otherwise, industrial systems, equipment and components of every kind and description, including but not limited to industrial control panels, and to deal in and with any and all products, machinery, equipment and supplies used or useful in connection therewith.

(b) To acquire by purchase, lease or otherwise, and to improve and develop real property; to erect dwellings, apartment houses and other buildings, private or public, of all kinds, and to sell or rent the same; to lay out, grade, pave and dedicate roads, streets, avenues, highways, alleys, courts, paths, walks, parks and playgrounds; to buy, sell, mortgage, exchange, lease, let, subdivide, hold for investment or otherwise, use and operate real estate of all kinds, improved or unimproved, and any right or interest therein.

(c) To purchase or otherwise acquire, hold, own, sell, lease, exchange or otherwise dispose of personal property, tangible or intangible, including, without limitation, goods, wares and merchandise of every description, and the securities and obligations of an issuer, whether or not incorporated.

(d) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of, manage, or deal with all or any part of the property of the Corporation, real, personal and mixed, and from time to time to vary any investment or employment of funds of the Corporation.

(e) To engage in any lawful enterprise or business, either individually or jointly or in partnership with any other firm, corporation or organization.

4.

The Corporation shall have authority to issue not more than
250,000 shares of common stock without par value.

5.

The Corporation shall not commence business until it shall have
received not less than \$1,000.00 in payment for the issuance of shares of
stock.

6.

The initial registered agent of the Corporation shall be Charles M. Turner, Jr. The initial registered office of the Corporation is 365 Earlston Drive, N.W., Atlanta, Georgia 30305.

7.

The initial Board of Directors shall consist of two members who shall be Charles M. Turner, Jr., 365 Earlston Drive, N.W., Atlanta, Georgia 30305, and Homer D. Greenway, Jr., Route 1, Maysville, Georgia 30558.

8.

The name and address of the Incorporator are Charles M. Turner, Jr., 365 Earlston Drive, N.W., Atlanta, Georgia 30305.

9.

The Board of Directors may, from time to time and in its discretion, distribute to the shareholders out of the capital surplus of the Corporation a portion of the assets, in cash or property.

10.

The Corporation shall be authorized, upon the adoption of a resolution by the Board of Directors, to purchase its own shares from the unreserved and unrestricted capital surplus available therefor.

11.

None of the holders of shares of any class shall have any preemptive rights or shall be entitled as a matter of right to purchase, subscribe for or otherwise acquire any new or additional shares of stock of the Corporation of any class, or any options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares, or any shares, even in case of indebtedness or other securities convertible into or carrying options or warrants to purchase, subscribe for or otherwise acquire any such new or additional shares.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.

SWERTFEGER, SCOTT, PIKE & SIMMONS, P.A.

By: 
Larry S. Pike
Attorneys for Incorporator

1000 First National Bank Building
Decatur, Georgia 30020
377-5585

P E T I T I O N

STATE OF GEORGIA

COUNTY OF FULTON

TO THE SUPERIOR COURT OF SAID COUNTY:

The Petition of Charles M. Turner, Jr. respectfully shows to the Court as follows:

1.

The Articles of Incorporation of T & G CONTROLS, INC. executed by the Incorporator are attached hereto.

2.

The Certificate of the Secretary of State that the name of the corporation is available is attached hereto.

WHEREFORE, Petitioner prays that T & G CONTROLS, INC. be incorporated.

SWERTFEGER, SCOTT, PIKE & SIMMONS. P.A.

By: 

Larry S. Pike
Attorneys for Petitioner

1000 First National Bank Building
Decatur, Georgia 30030

377-5585

O R D E R

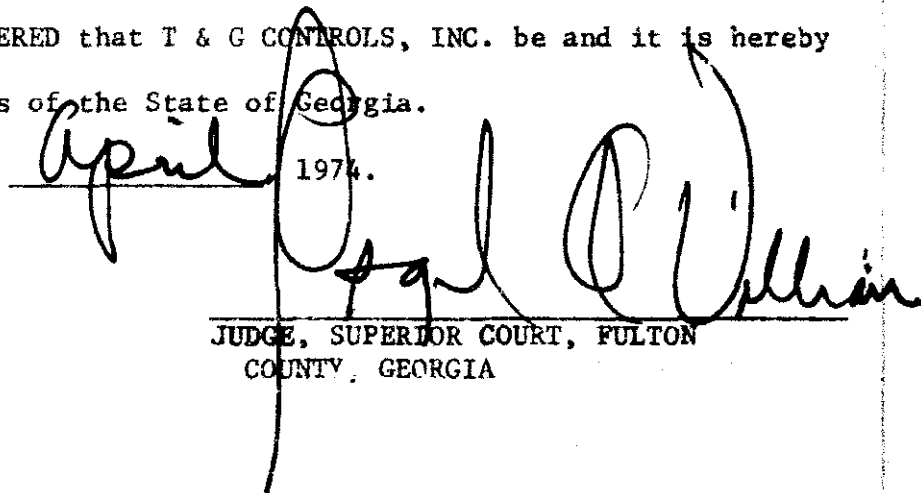
STATE OF GEORGIA

COUNTY OF FULTON

The Articles of Incorporation and the Certificate of the Secretary of the State of Georgia that the name is available having been examined and found lawful;

IT IS HEREBY ORDERED that T & G CONTROLS, INC. be and it is hereby incorporated under the laws of the State of Georgia.

This 22nd day of April 1974.



JUDGE, SUPERIOR COURT, FULTON
COUNTY, GEORGIA

PUBLISHER'S AFFIDAVIT

STATE OF GEORGIA
COUNTY OF FULTON

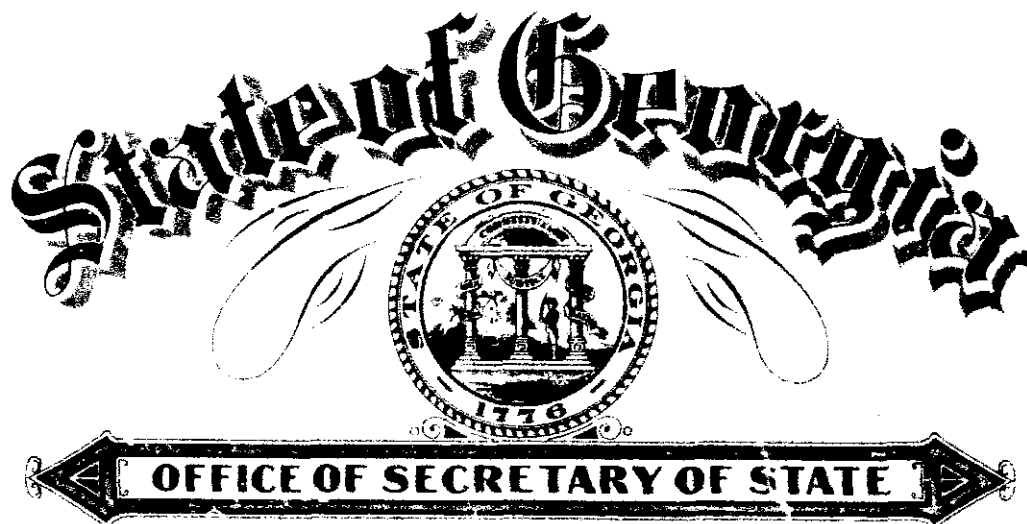
Before me, the undersigned, a Notary Public, this day personally came JOHN
HARRISON, who, being first duly sworn, according to law, says that he is an Agent
of the Daily Report Company, publishers of the Fulton County Daily Report, the official
newspaper in which the Sheriff's advertisements in and for said County are published,
and a newspaper of general circulation, with its principal place of business in said
County, and that there has been deposited with said newspaper the cost of publishing
four (4) insertions of a notice pursuant to Ga. Business Corporation Code of the granting
of Articles of Incorporation ~~Articles of Amendment~~ ~~Articles of Merger~~ ~~Articles of Intent~~
to ~~Dissolve~~ to _____

J + B Controls, Inc.

Subscribed and sworn to before me this 2nd
day of APRIL, 19 74.

Earle Higgins
NOTARY PUBLIC, ~~STATE OF GEORGIA~~
STATE AT LARGE

RECEIVED
APR 23 3 51 PM '74
BEN W. FORTSON, JR.
SECRETARY OF STATE



*I, Ben W. Fortson, Jr., Secretary of State of the
State of Georgia, do hereby certify that*

based on a diligent search of the records on file in this office, I find that the name of the following proposed domestic corporation to wit

"T & G CONTROLS, INC."

is not identical with or confusingly similar to the name of any other existing domestic or domesticated or foreign corporation registered in the records on file in this office or to the name of any other proposed domestic or domesticated, or foreign corporation as shown by a certificate of the Secretary of State heretofore issued and presently effective.

This certificate is in full force and effective for a period of 4 calendar months from date of issuance. After such period of time, this certificate is void.



In TESTIMONY WHEREOF, I have hereunto set my hand and affixed the seal of office, at the Capitol, in the City of Atlanta, this 15th day of April, in the year of our Lord One Thousand Nine Hundred and Seventy four and of the Independence of the United States of America the One Hundred and Ninety-eighth.

Ben W. Fortson Jr.
Secretary of State, Ex-Officio Corporation
Commissioner of the State of Georgia

STATE OF GEORGIA

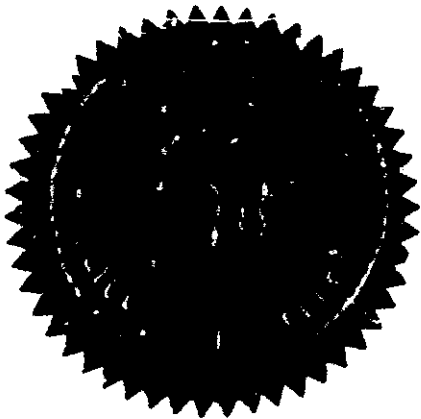
COUNTY OF FULTON

I, BARBARA J. PRICE, Clerk of the Superior Court of Fulton
County, Georgia, do hereby certify that the within and foregoing is a true and
correct copy of petition of Charles M. Turner, Jr. et al.,
for incorporation under the name and style of _____
T & G Controls, Inc.

_____ and the Order of Court thereon
allowing same, all of which appears of file and record in this Office.

Given under my hand and seal of Office.

This the 22nd day of April, 1974.



Barbara J. Price

CLERK OF SUPERIOR COURT
FULTON COUNTY, GEORGIA