

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

DREXELL R. DAVIS  
*Secretary*



FRANKFORT,  
KENTUCKY

## CERTIFICATE OF AUTHORITY OF

QUALITY MECHANICAL CONTRACTORS, INC.

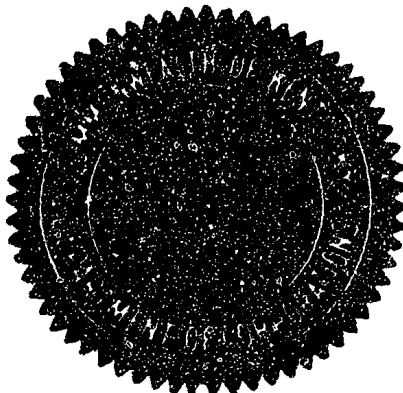
I, DREXELL R. DAVIS, Secretary of State of the Commonwealth of Kentucky, do hereby certify that duplicate originals of an application of

QUALITY MECHANICAL CONTRACTORS, INC.      BIRMINGHAM, ALABAMA

for a Certificate of Authority to transact business in this Commonwealth, duly signed and verified pursuant to the Provisions of Kentucky Revised Statutes Chapter 271A have been received in this office and comply to said statutes.

Accordingly, as Secretary of State, and by virtue of the authority vested in me by law, I do hereby issue this Certificate of Authority to transact business in this Commonwealth under the name of

QUALITY MECHANICAL CONTRACTORS, INC.



SECRETARY OF STATE

Witness my official signature and seal of office this 28th  
day of JANUARY, 19 77 at Frankfort, Kentucky.

*Drexell R. Davis*

SECRETARY OF STATE

ASSISTANT SECRETARY OF STATE

# Commonwealth of Kentucky

OFFICE OF  
SECRETARY OF STATE

THELMA L. STOVALL  
Secretary



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FRANKFORT, KENTUCKY  
SECRETARY OF STATE  
RECEIVED

JAN 28 1977  
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Commonwealth of Kentucky

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## APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Chapter 271A of the Kentucky Revised Statutes, the undersigned corporation hereby applies for a Certificate of Authority to transact business in the state of Kentucky and for that purpose submits the following statement.

First: Name of Corporation QUALITY MECHANICAL CONTRACTORS, INC.

Second: The name to be used in the state of Kentucky \_\_\_\_\_

Third: State or country of incorporation Alabama

Fourth: Date of incorporation October 17, 1972  
and duration of incorporation Perpetual

Fifth: Address of principal office in the state or country of incorporation Rt. 11, Box 129  
Ruffner Rd., Birmingham, AL 35210

Sixth: Address of proposed registered office in Kentucky KENTUCKY HOME LIFE BUILDING  
C. T. Corporation System, Louisville, Kentucky 40202  
and name of registered agent in Kentucky at the same address  
C. T. CORPORATION SYSTEM

Seventh: The purpose or purposes which said corporation intends to transact business in the state of Kentucky  
Plumbing and heating business.

Eighth: The names and addresses of all the corporate directors and officers are as follows. Attach separate sheet if more space is needed.

NAME	OFFICE	ADDRESS
<u>Paul R. Harris</u>	<u>President-Director</u>	<u>Box 129, Birmingham, AL</u>
<u>Louis E. Noe</u>	<u>Vice President-Director</u>	<u>Box 129, Birmingham, AL</u>
<u>M. K. Williford</u>	<u>Secretary-Treasurer-Director</u>	<u>Box 129, Birmingham, AL</u>

STATE OF ALABAMA )

JEFFERSON COUNTY )

CERTIFICATE OF INCORPORATION

OF

QUALITY MECHANICAL CONTRACTORS, INC.

TO THE PROBATE JUDGE OR JEFFERSON COUNTY, ALABAMA:

UNDER AND BY VIRTUE of the Alabama Business Corporation Act, the undersigned, Albert E. Ritchey, Dee Whitley and Sue Coalson, do hereby make and file this certificate, pursuant to the provisions of said laws, to become thereunder a body corporate, for the purposes of carrying on the business hereinafter named, and hereby declare and certify as follows:

ARTICLE I

The name of the corporation shall be **QUALITY MECHANICAL CONTRACTORS INC.**

ARTICLE II

The principal office of said corporation is located in Birmingham, Jefferson County, Alabama.

ARTICLE III

The objects and purposes for which this corporation is formed are:

- (a) To engage in the plumbing, heating and air conditioning business generally, as a mechanical contractor, doing all things in connection therewith, and performing any work or business related thereto.
- (b) To conduct in connection therewith the business of buying, selling, or distributing merchandise either at wholesale or retail.
- (c) To do installation and repair work for plumbing, heating and air conditioning apparatus, and to do a general plumbing, heating and air conditioning business, to include process piping, sheet metal, utility piping and ventilation work.
- (d) To buy, lease, or otherwise acquire, so far as may be permitted by law, the whole or any part of the business, goodwill, and assets of any person, firm, association, or corporation (either foreign or domestic) engaged in a business of the same general character as that for which this corporation is organized.
- (e) To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of a deal in, lands, and leaseholds and any interest, estate and rights in real property, and any personal or mixed property, and any franchises, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.
- (f) To buy, sell and deal in all kinds of securities and property in its own right and from time to time to vary any investment or employment of capital of the corporation.

(g) To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limits as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform agreements and contracts of every kind and description.

(h) To acquire by purchase, subscription, or otherwise, and to hold for investment and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; to merge or consolidate with any corporation in such manner as may be permitted by laws; to aid in any manner any corporation whose stocks, bonds or other obligations are held or in any manner guaranteed by this corporation, or in which this corporation is in anyway interested; and to do any other acts or things for the preservation, protection, improvement or enhancement of the value of any such stock, bonds, or other obligations; and while owner of any stock, bonds, or other obligations to exercise all the rights, powers, and privileges of ownership thereof, and to exercise any and all voting powers thereon; to guarantee the payment of dividends upon any stock, or the principal or interest or both, of any bonds or other obligations, and the performance of any contracts.

(i) The business or purpose of the corporation is from time to time to do any one or more of the acts, and things hereinabove set forth, and it shall have power to conduct and carry on its said business, or any part thereof, and to have one or more offices, and to exercise any or all of its corporate powers and rights in the State of Alabama, and in the various other states, territories, colonies and dependencies of the United States and in the District of Columbia.

(j) To do all things necessary, suitable and proper for the accomplishment of any of the purposes or attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in the association of other corporations, firms, or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to, or growing out of, or connected with the aforesaid business or powers or any part or parts thereof, providing the same be not inconsistent with the laws under which this corporation is organized; and generally to do and perform the acts and enjoy the powers conferred by the Alabama Business Corporation Act.

(k) To make, perform and carry out contracts of every kind and description pertaining to the purpose of this corporation and for any lawful purposes necessary and expedient thereto with any person, firm, association or corporation.

ARTICLE IV

The amount of the total authorized capital stock of said corporation shall be Two Hundred (200) shares with a par value of Fifty and No/100 (\$50.00) Dollars per share, and the corporation shall begin business with One Hundred (100) shares of the authorized stock having been paid for in cash, or by the transfer of assets consisting of cash, inventory of stock, accounts receivable, furniture and fixtures, etc., having a net cash value equal or equivalent to the sum of Five Thousand and No/100 (\$5,000.00) Dollars, said stock being issued as shown by the subscription list hereto attached and marked Exhibit "A".

ARTICLE V

The names and post office addresses of the incorporators and the number of shares subscribed for by each are as follows:

Albert E. Ritchey	636 Frank Nelson Building Birmingham, Alabama 35205	50 Shares
Dee Whitley	452 Burgandy Road Birmingham, Alabama 35216	25 Shares
Sue Colson	3838 North 38th Avenue Birmingham, Alabama 35217	25 Shares

ARTICLE VI

The following named persons whose addresses are shown above will serve as officers and directors of the said corporation for the first year or until their successors are elected and qualified:

- Albert E. Ritchey - President
- Dee Whitley - Vice President
- Sue Colson - Secretary-Treasurer

ARTICLE VII

The stockholders of the said corporation shall have the right to increase or decrease the capital stock to such sum or sums as they may desire.

ARTICLE VIII

Said corporation shall have all the rights, powers, privileges, and immunities conferred by said laws and all other laws applicable thereto, whether herein specifically set out or not, all of which are hereby referred to and made a part hereof as fully as though set out herein.

ARTICLE IX

The existence of this corporation shall be perpetual.

ARTICLE X

The President, Albert E. Ritchey, is the agent designated by the incorporators to receive subscriptions to the capital stock of the corporation.

ARTICLE XI

The incorporators attach to this certificate a statement under oath made by the agent designated to receive subscriptions to the capital stock of the corporation, which shows that the corporation will begin business with One Hundred (100)

shares of its authorized capital stock fully subscribed and paid for in cash or by the transfer of assets consisting of cash, inventory of stock, accounts receivable, furniture and fixtures, etc., having a net cash value equal or equivalent to the sum of Five Thousand and No/100 (\$5,000.00) Dollars..

ARTICLE XII

The directors and/or stockholders may waive, in writing, any requirement under the laws of the State of Alabama (where the laws permit such waiver) for the holding of a formal meeting with respect to any business to be transacted by the corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors and/or stockholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to such action and notice issued, as provided by the laws of the State of Alabama.

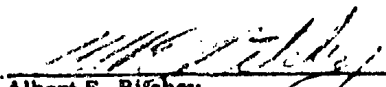
ARTICLE XIII

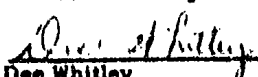
The private property of the stockholders shall not be subject to payment of corporate debts to any extent whatsoever.

ARTICLE XIV

The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner, now or hereafter prescribed by statute, and all rights conferred on stockholders herein are granted subject to this reservation.

IN TESTIMONY WHEREOF, the incorporators have hereunto signed and subscribed their names and files this certificate for record in the Office of the Probate Judge of Jefferson County, Alabama, for the purpose of forming a corporation, in pursuance of said laws, this the 1st Day of September, 1973.

  
 \_\_\_\_\_  
 Albert E. Richey

  
 \_\_\_\_\_  
 Dee Whitley

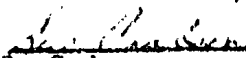
  
 \_\_\_\_\_  
 Sue Coalson

EXHIBIT "A"

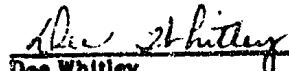
STATE OF ALABAMA )

SUBSCRIPTION LIST

JEFFERSON COUNTY )

We, the undersigned incorporators of QUALITY MECHANICAL CONTRACTORS INC. hereby subscribe for the number of shares of capital stock of said corporation set opposite our respective names, said stock to be of the par value of Fifty and No/100 (\$50.00) Dollars per share, and paid for at the rate of Fifty and No/100 (\$50.00) Dollars per share in cash or by the transfer into this corporation of assets consisting of cash, inventory of stock, accounts receivable, furniture and fixtures, etc., having a net cash value equal or equivalent to the sum of Five Thousand and No/100 (\$5,000.00) Dollars.

  
 Albert E. Ritchey (50 Shares)

  
 Dee Whitley (25 Shares)

  
 Sue Coaleson (25 Shares)

**TOTAL AUTHORIZED CAPITAL STOCK  
 200 SHARES**

STATE OF ALABAMA )  
JEFFERSON COUNTY )

DEAL 879 PAGE 174 .  
AFFIDAVIT

Before me, the undersigned authority, in and for said County, in said State, personally appeared Albert E. Ritchey, agent designated by the incorporators of QUALITY MECHANICAL CONTRACTORS, INC. to receive subscriptions to the capital stock of the proposed corporation, who is known to me, and who being duly sworn deposes and says on oath that he is the agent designated to receive said subscriptions; and that the foregoing is the declaration of incorporation of said incorporators, and that the same was signed by each of them, namely:

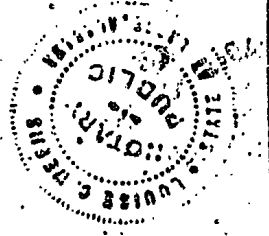
Albert E. Ritchey - Dee Whitley - Sue Coalson

That the total authorized capital stock of said company is Two Hundred (200) shares with a par value of Fifty and No/100 (\$50.00) Dollars per share and that said company will begin business with One Hundred (100) shares of its authorized capital stock fully subscribed and paid for in cash or by the transfer into this corporation of assets consisting of cash, inventory of stock, accounts receivable, furniture and fixtures, etc., having a net cash value equal or equivalent to the sum of Five Thousand and No/100 (\$5,000.00) Dollars, and that the subscribers to the stock of this corporation have discharged their subscriptions by depositing said cash or assets with affiant, and affiant holds same cash or assets for delivery to the corporation when organized.

*Albert E. Ritchey*  
Albert E. Ritchey

Sworn to and subscribed before me, on this 1st day of September, 1972.

*James C. ...*  
Notary Public



RECORD OF ALA. INSTRUMENT CO.  
I RECEIVED THIS INSTRUMENT  
AND FILED ON

DEAL 879 PAGE 169

OCT 17 11 27 AM '72

REC. TAX  
DEED TAX HAS BEEN  
PAID ON THIS INSTRUMENT.

*James ...*  
JUDGE OF PROBATE

10.00  
5.00  
2.50  
4.25  
21.75

This Inst. ...  
FEBRUARY 1973  
DEED TAX HAS BEEN PAID  
DATE



# C T CORPORATION SYSTEM



Associated with The Corporation Trust Company  
1820 FIRST NATIONAL BANK TOWER, ATLANTA, GA. 30303 - (404) 658-1010

January 24, 1977

RE: QUALITY MECHANICAL CONTRACTORS, INC.

Secretary of State  
Corporation Department  
State Capitol Bldg.  
Frankfort, KY 40601

Dear Sir:

Pursuant to the instructions of counsel:

Albert E. Ritchey, Atty.  
Ritchey & Ritchey  
11 West Oxmoor Rd.  
Suite 405  
Birmingham, AL 35209

we enclose for filing the necessary documents to qualify this corporation in your state, together with funds in payment of the required fees.

When the enclosures have been filed, please notify this office by -

Letter (Air Mail)       Telegram       Telephone.

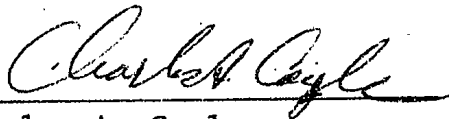
If for any reason filing cannot be effected promptly, please notify us of the details by -

Letter (Air Mail)       Telegram       Telephone.

The usual evidence of filing should be sent to this office.

Yours very truly,

C T CORPORATION SYSTEM

By   
Charles A. Coyle  
Service Representative

SPECIAL INSTRUCTIONS:

CAC/ljs  
Encls.

Check # 20768 - \$ 35.00