



COMMONWEALTH OF KENTUCKY
OFFICE OF SECRETARY OF STATE
FRANKFORT, 40601

79412 ✓

DREXEL H. DAVIS
SECRETARY OF STATE

SECRETARY OF STATE (502) 564-3400

CORPORATE FILINGS (502) 564-2848

CORPORATION RECORDS (502) 564-7330

CLINTON H. NEWMAN II
ASSISTANT SECRETARY OF STATE

APRIL 3, 1987

ROBERT D. FISCHER
C T CORPORATION SYSTEM
2 PEACHTREE ST. N. W.
ATLANTA, GA. 30303

RE: BRASFIELD & GORRIE, INC.

Dear Sir:

Receipt and filing of the following is hereby acknowledged.

1. () Articles of Amendment

474271

2. () Restated Articles of Incorporation

3. (XX) Articles of Merger GORRIE DEVELOPMENT CORPORATION
(NOT QUAL.) INTO BRASFIELD & GORRIE, INC. (QUAL.) WERE FILED IN
KENTUCKY ON APRIL 3, 1987.

4. () Other

If we may be of further assistance to you, please do not
hesitate to call us.

Sincerely yours,

Drexel R. Davis
Drexel R. Davis
Secretary of State

FILED IN THIS OFFICE
 DEC 31 1986
 1:50 AM
 SECRETARY OF STATE

ARTICLES
~~CORPORATION~~ OF MERGER
 OF

GORRIE DEVELOPMENT CORPORATION, ^{NR}

INTO

BRASFIELD & GORRIE, INC. ^{Qual. Post.}

Gorrie Development Corporation, a Delaware corporation ("Gorrie Development"), and Brasfield & Gorrie, Inc., an Alabama corporation ("Brasfield & Gorrie"), hereby adopt the following ~~Articles~~ ^{ARTICLES} of Merger for the purpose of merging Gorrie Development into Brasfield & Gorrie:

FIRST: Attached hereto as Exhibit A and incorporated herein by this reference is the Agreement of Reorganization and Plan of Merger ("Plan of Merger") which was approved by the Board of Directors and shareholders of Brasfield & Gorrie in the manner prescribed by the Alabama Business Corporation Act and which was approved by the Board of Directors and shareholders of Gorrie Development in the manner prescribed by the Delaware General Corporation Law. The Plan of Merger has been approved, adopted, certified, executed and acknowledged by Gorrie Development Corporation and by Brasfield & Gorrie, Inc. in accordance with the provisions of subsection (c) of section 252 of the General Corporation Law of the State of Delaware.

SECOND: As to each of the undersigned corporations, the number of shares outstanding is as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Gorrie Development Corporation	1,000
Brasfield & Gorrie, Inc.	
Class A	150
Class B	88

Neither Gorrie Development nor Brasfield & Gorrie has outstanding any class of shares which is entitled to vote as a class.

THIRD: As to each of the undersigned corporations, the total number of shares voted for and against the Plan of Merger, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Voted for the Plan of Merger</u>	<u>Number of Shares Voted Against Plan of Merger</u>
Gorrie Development Corporation	1,000	0
Brasfield & Gorrie, Inc.		
Class A	150	0
Class B	88	0

FOURTH: The Certificate of Incorporation of Gorrie Development Corporation was filed in the Office of the Judge of Probate of New Castle County, Delaware on June 19, 1972. The Certificate of Incorporation of Brasfield & Gorrie was filed in the Office of the Judge of Probate of Jefferson County on June 29, 1964.

FIFTH: The Certificate of Incorporation of Brasfield & Gorrie shall be the Certificate of Incorporation of the Surviving Corporation and a copy of the Certificate of Incorporation of Brasfield & Gorrie is attached hereto as Exhibit B.

SIXTH: The executed Plan of Merger is on file at the principal place of business of Brasfield & Gorrie at 729 South 30th Street, Birmingham, Alabama 35233. A copy of the Plan of Merger will be furnished by Brasfield & Gorrie on request and without cost to any stockholder of Gorrie Development or Brasfield & Gorrie.

SEVENTH: Brasfield & Gorrie, as the Surviving Corporation (as defined in the Plan of Merger), hereby agrees that it may be served with process in Delaware in any proceeding for enforcement of any obligation of Gorrie Development Corporation, as well as for enforcement of any obligation of Brasfield & Gorrie arising from the merger, including any suit or other proceeding to enforce the right of any shareholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation Law, and Brasfield & Gorrie hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such suit or other proceedings and a copy of such process shall be mailed by the Secretary of State to Brasfield & Gorrie at the following address:

729 South 30th Street
Birmingham, Alabama 35233

Dated as of December 30, 1986.

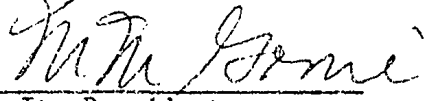
ATTEST:

By


Its Secretary

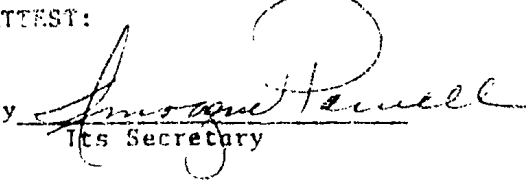
BRASFIELD & GORRIE, INC.

By


Its President

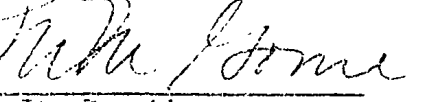
ATTEST:

By


Its Secretary

GORRIE DEVELOPMENT CORPORATION

By


Its President

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Before me, the undersigned Notary Public in and for said county and state personally appeared M. M. Gorrie, President of Gorrie Development Corporation, who, being first by me duly sworn, did depose and say that he is the President of Gorrie Development Corporation, that he in such capacity is authorized to make this verification, that he is familiar with the contents of the foregoing Certificate of Merger, that said Certificate of Merger is the act and deed of Gorrie Development Corporation, and that, to his best knowledge, the facts set forth therein are true and correct.

M. M. Gorrie
M. M. Gorrie

Subscribed and sworn to before me this 30th day of December, 1986.

Susan L. Petus
Notary Public
My Commission Expires: 5/15/89

[NOTARIAL SEAL]

STATE OF ALABAMA)
COUNTY OF JEFFERSON)

Before me, the undersigned Notary Public in and for said county and state personally appeared, M. M. Gorrie, President of Brasfield & Gorrie, Inc., who, being first by me duly sworn, did depose and say that he is the President of Brasfield & Gorrie, Inc., that he in such capacity is authorized to make this verification, that he is familiar with the contents of the foregoing Certificate of Merger, that said Certificate of Merger is the act and deed of Brasfield & Gorrie, Inc., and that, to his best knowledge, the facts set forth therein are true and correct.

M. M. Gorrie
M. M. Gorrie

Subscribed and sworn to before me this 30th day of December, 1986.

Susan L. Petus
Notary Public
My Commission Expires: 5/15/89

[NOTARIAL SEAL]

THIS INSTRUMENT PREPARED BY:

Jennifer M. Young
Balch & Bingham
Post Office Box 306
Birmingham, Alabama 35201

EXHIBIT A
AGREEMENT OF REORGANIZATION
AND PLAN OF MERGER

Agreement of Reorganization and Plan of Merger dated December 30, 1986 (the "Plan of Merger") between Gorrie Development Corporation, a Delaware corporation ("Gorrie Development") and Brasfield & Gorrie, Inc., an Alabama corporation ("Brasfield & Gorrie").

WITNESSETH:

WHEREAS, Gorrie Development as of the date hereof has authorized capital stock consisting of one thousand (1,000) shares of common stock, par value of one dollar (\$1.00) per share, of which one thousand (1,000) shares are issued and outstanding; and

WHEREAS, Brasfield & Gorrie as of the date hereof has authorized capital stock consisting of one hundred fifty (150) shares of Class A common stock, par value of one hundred dollars (\$100.00) per share, of which one hundred fifty (150) shares are issued and outstanding; and consisting of one hundred (100) shares of Class B common stock, par value of one hundred dollars (\$100.00) per share, of which eighty-eight (88) are issued and outstanding; and

WHEREAS, the Boards of Directors and all of the stockholders of Gorrie Development and Brasfield & Gorrie have agreed that Gorrie Development shall be merged into Brasfield & Gorrie (the "Merger") for the purpose of allowing Brasfield & Gorrie to elect "S" Corporation treatment under the Internal Revenue Code of 1954 and the Code of Alabama, 1975, and in order to accomplish this objective have approved this Plan of Merger and authorized its execution and consummation.

NOW, THEREFORE, in consideration of the mutual covenants and agreements and provisions hereinafter contained, Gorrie Development and Brasfield & Gorrie

hereby make, adopt and approve this Plan of Merger and prescribe the terms and conditions of the Merger and the mode of carrying the same into effect, as follows:

Section 1. The Merger.

Gorrie Development shall be merged with and into Brasfield & Gorrie on the Effective Date (as hereinafter defined). Brasfield & Gorrie shall be the surviving corporation and shall continue to be governed by the laws of the State of Alabama. The separate existence of Gorrie Development shall cease as soon as the Merger shall become effective, and thereupon Gorrie Development and Brasfield & Gorrie shall be a single corporation (herein the "Surviving Corporation" whenever reference is made to it as of the Effective Date or thereafter).

Section 2. Effective Date.

The Merger shall become effective when the necessary filing and recording shall have been accomplished. The date upon which the Merger becomes effective shall be referred to herein as the "Effective Date."

Section 3. Surviving Corporation.

(a) Except as hereinafter provided, the Certificate of Incorporation of Brasfield & Gorrie shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation.

(b) The By-Laws of Brasfield & Gorrie on the Effective Date shall be the By-Laws of the Surviving Corporation until the same shall be altered, amended, or repealed as provided therein or otherwise by law.

(c) The directors and officers of Brasfield & Gorrie on the Effective Date shall continue in office as the directors and officers of the Surviving Corporation until the next annual meeting of the stockholders, or their prior resignation, removal or death.

Section 4. Capital Stock.

(a) On the Effective Date, each share of capital stock of Gorrie Development issued and outstanding shall be converted by the Merger and without any action on the part of the holder thereof into and become one share of capital stock of the Surviving Corporation. The shares of capital stock of Gorrie Development so converted shall cease to exist as such and shall only exist as shares of capital stock of the Surviving Corporation. Each certificate representing shares of capital stock of Gorrie Development shall thereafter represent shares of capital stock of the Surviving Corporation.

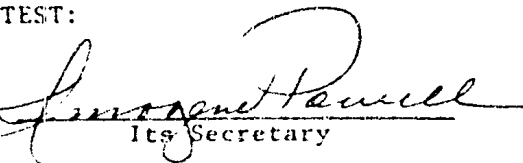
(b) On the Effective Date, the 150 shares of Class A capital stock and the 38 shares of Class B capital stock of Brasfield & Gorrie theretofore held by Gorrie Development shall be retired and cancelled by the Merger.

Section 5. Termination of Plan of Merger.

This Plan of Merger may be terminated and the Merger abandoned by the Boards of Directors of Gorrie Development and Brasfield & Gorrie prior to the Merger becoming effective.

IN WITNESS WHEREOF, the parties to this Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and stockholders, have caused this Plan of Merger to be executed as of the day and year first above written.

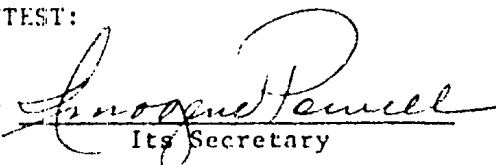
ATTEST:

By 
Its Secretary

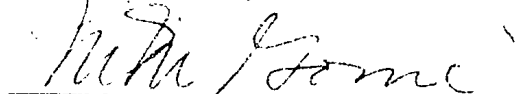
GORRIE DEVELOPMENT CORPORATION

By 
Its President

ATTEST:

By 
Its Secretary

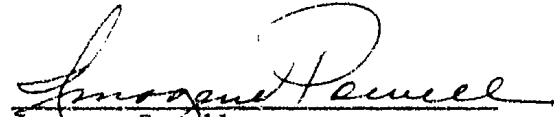
BRASFIELD & GORRIE, INC.

By 
Its President

CERTIFICATE OF STOCKHOLDER APPROVAL

The undersigned Secretary of Gorrie Development Corporation hereby certifies that all of the outstanding stock of Gorrie Development Corporation entitled to vote thereon has been voted for the adoption of the foregoing Agreement of Reorganization and Plan of Merger.

Dated: December 29, 1986.


Imogene Powell
Secretary

CERTIFICATE OF STOCKHOLDER APPROVAL

The undersigned Secretary of Brasfield & Gorrie, Inc. hereby certifies that all of the outstanding stock of Brasfield & Gorrie, Inc. entitled to vote thereon has been voted for the adoption of the foregoing Agreement of Reorganization and Plan of Merger.

Dated: December 29, 1986.

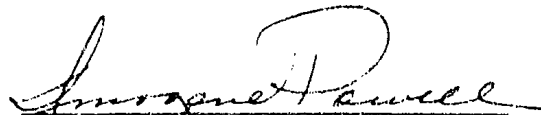

Imogene Powell
Secretary

EXHIBIT B

CERTIFICATE OF INCORPORATION

OF

THOMAS C. BRASFIELD, INCORPORATED

TO THE HONORABLE J. PAUL MEEKS, JUDGE OF PRODATE OF JEFFERSON COUNTY, ALABAMA:

The undersigned, Thomas C. Brasfield, Miller Gorrie and James Gorrie, desire to become a body corporate for the purpose of carrying on a lawful business in pursuance of the laws of Alabama relating to corporations, and for that purpose, do make and file this certificate of incorporation pursuant to the provisions of Code of Alabama 1940 (Recompiled 1958) Title 10, Chapter 1 A, as amended:

ARTICLE I

NAME

The name of this corporation (hereinafter referred to as the "Corporation") shall be

THOMAS C. BRASFIELD, INCORPORATED

ARTICLE II

OBJECTS, PURPOSES AND POWERS

The nature of the business and the objects, purposes and powers of the Corporation are as follows:

1. To engage in and carry on a general contracting and construction business, including all classes and kinds of construction of buildings, houses, dams, highways, bridges, sanitary systems, water systems, gas systems, manufacturing plants, airports, space sites, and any and all other classes and kinds of construction, upon contract, sub-contract, bid and acceptance, or otherwise and to do any and all things necessary to, or convenient in connection with the general contracting and construction business for private or public projects, in or out of the State of Alabama and the United States of America.

*Amended 3/23/67
Vol. 304
Page 340*

-2-

2. To purchase, lease or otherwise acquire lands, buildings, machinery, building materials and other personal property in this State and elsewhere and to purchase, erect or establish a manufactory or manufactories, with suitable plants, engines, machinery and other and different appurtenances and to use or operate any part of or all such properties.

3. To develop, sub-divide and cultivate lands and to sell, option, encumber, mortgage, lease or otherwise dispose of real and personal property of the corporation in this State or elsewhere for and in or incident to the furtherance of any of its purposes or objects.

4. In furtherance of the aforesaid objects, purposes and powers the Corporation may:

(a) Acquire, develop, improve, sell, assign, transfer, convey, lease, sublease, pledge and otherwise alienate and dispose of and mortgage or otherwise encumber real and personal property.

(b) Purchase, sell, manufacture and generally deal in building materials and goods, wares and merchandise, and carry on any other lawful trade or business incidental to or proper or useful in connection with the purchase, sale, ownership, construction and equipment of its property.

(c) Make and enter into all manner and kinds of contracts, agreements, and obligations for the purchasing, acquiring, holding, using, dealing in, selling or otherwise disposing of any and all kinds of property, real, personal and mixed.

(d) Borrow money, issue bonds, debentures, notes or other obligations, secured or unsecured; secure the same by mortgage or mortgages or deed or deeds of trust or pledge or other lien upon any of or all the property, rights, privileges and franchises of the Corporation wheresoever located, acquired or to be acquired; confer upon the holders of any debentures, bonds, notes or other obligations of the Corporation, secured or unsecured, the right to convert the same into any class of stock of any series of the Corporation now or hereafter to be issued upon such terms as shall be fixed by the Board of Directors subject to the provisions hereof; sell, pledge and otherwise dispose of any or all bonds, debentures, notes or other obligations of the Corporation; purchase and otherwise to acquire shares of its own capital stock and hold, sell, assign, transfer and reissue any of or all such shares.

(e) Have and exercise all the powers now or hereafter conferred by the laws of the State of Alabama upon corporations organized under the laws under which the Corporation is organized and any and all acts amendatory thereof and supplemental thereto.

(f) Generally carry on and undertake any other lawful business of the same general nature, which may from time to time seem to the directors of the Corporation capable of being conveniently carried on in connection with the above objects, or calculated directly or indirectly to render valuable or enhance the value of any of the Corporation's properties, privileges or rights.

(g) Do any and all things herein set forth as principal, agent, contractor, joint adventurer, trustee or otherwise, alone or in company with others, and do any and all things necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general carry on any lawful business necessary or incidental to the attainment of the purposes of the Corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise.

(h) Conduct business in the State of Alabama, other states, the District of Columbia, the territories and possessions of the United States and in other countries and have one or more offices out of the State of Alabama, as well as within said state; provided, however, that nothing herein contained shall be deemed to authorize the Corporation to carry on in any state any business which it is not lawful under the laws of such state for a corporation to carry on within such state.

(i) The foregoing clauses shall be construed as powers as well as objects and purposes, and the matters expressed in each clause shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of the general terms or the powers of the Corporation now or hereafter conferred by law, nor shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature; but nothing herein contained shall be construed as authorizing the Corporation to engage in or carry on the business of banking or insurance.

ARTICLE III

PRINCIPAL OFFICE

The principal office of the Corporation in the State of Alabama shall be located in Birmingham, Jefferson County, Alabama, but the Corporation shall have the right, as it may desire, to establish and transact its business, or any part thereof, elsewhere within or without the State of Alabama.

-4-

ARTICLE IV

CAPITAL STOCK

The total authorized capital stock of the Corporation is Twenty-five Thousand Dollars (\$25,000.00) which shall be divided into 250 shares of common stock of the par value of One Hundred Dollars (\$100.00) per share, and which the Corporation shall have authority to issue and which shall be non assessable.

The amount of capital stock with which the Corporation shall begin business is Fifteen Thousand Dollars (\$15,000.00).

ARTICLE V

OFFICER DESIGNATED TO RECEIVE SUBSCRIPTIONS

Miller Gorrie, whose post office address is 3021 Sixth Avenue, South, Birmingham 33, Alabama, is the officer designated by the incorporators to receive subscriptions to the capital stock.

ARTICLE VI

INCORPORATORS, SHARES, DIRECTORS AND OFFICERS

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

<u>Name</u>	<u>Post Office Address</u>	<u>No. of Shares</u>	<u>Amount Paid</u>
Miller Gorrie	3021 Sixth Avenue South Birmingham 33, Alabama	148	\$14,800.00
Thomas C. Brasfield	3021 Sixth Avenue South Birmingham 33, Alabama	1	100.00
James Gorrie	3021 Sixth Avenue South Birmingham 33, Alabama	1	100.00

2. The names and post office addresses of the directors chosen for the first year and until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Post Office Address</u>
Miller Gorrie	3021 Sixth Avenue, South Birmingham 33, Alabama
Thomas C. Brasfield	3021 Sixth Avenue, South Birmingham 33, Alabama
James Gorrie	3021 Sixth Avenue, South Birmingham 33, Alabama

3. The names and post office addresses of the officers chosen for the first year and until their successors are elected and have qualified are as follows:

<u>Name</u>	<u>Post Office Address</u>	<u>Office</u>
Thomas C. Brasfield	3021 Sixth Avenue, South Birmingham 33, Alabama	President
Miller Gorrie	3021 Sixth Avenue, South Birmingham 33, Alabama	Vice-President and Treasurer
James Gorrie	3021 Sixth Avenue, South Birmingham 33, Alabama	Secretary

ARTICLE VII

DURATION

The duration and existence of the corporation shall be perpetual.

ARTICLE VIII

SPECIAL PROVISIONS

The following provisions for the regulation of the business and for the conduct of the affairs of the Corporation, the directors and the stockholders are hereby established:

-6-

1. All corporate powers shall be exercised by the Board of Directors except as otherwise provided by statute or by this certificate; and in furtherance, and not in limitation of the powers conferred by statute and by this certificate, the Board of Directors is expressly authorized: (a) to make and alter the by-laws of this Corporation, but by-laws so made by the directors may be altered or repealed by the directors or stockholders.

2. Insofar as the same is not contrary to the laws of the State of Alabama, no contract or other transaction between this Corporation and any other corporation shall be affected or invalidated by reason of the fact that any one or more of the directors of this Corporation is, or are, interested therein, or is a director or officer or are directors or officers of such other corporation; and any director or directors of this Corporation, individually or jointly, may be a party or parties to, or may be interested in, any contract or transaction of this Corporation or in which this Corporation is interested; and no contract, act or transaction of this Corporation with any person or persons, firm, association or corporation, shall be affected or invalidated by reason of the fact that any director or directors of this Corporation is a party, or are parties to or interested in such contract, act or transaction, or is, or are, in any way connected with such person or persons, firm, association or corporation; and each and every person who may become a director of this Corporation is hereby relieved from any liability that might otherwise exist from contracting with this Corporation for the benefit of himself, or any firm, association or corporation in which he may be in anywise interested.

3. Any and all rights, powers, privileges or restrictions in this certificate of incorporation granted and contained, conferred or imposed, may be enlarged, amended, altered, changed in any manner and to any extent, or repealed by a certificate of amendment authorized, made, executed and filed in the manner now or hereafter permitted or authorized by the laws of the State of Alabama.

ARTICLE IX

STATEMENT OF AGENT DESIGNATED TO RECEIVE SUBSCRIPTIONS

Attached hereto and marked Exhibit A is a statement under oath of Miller Gorrie, the person authorized by the incorporators to receive subscriptions to the capital stock of the Corporation, showing the number of shares which have been subscribed for and from which of the subscribers payments have been received in cash, and the amount so paid by each and with which of the subscribers contracts in writing have been executed for the transfer and conveyance of property, in which they are privileged to discharge their subscriptions and which such transfers and conveyances of property have been made and executed to the Corporation and the amount, value and description of the property so transferred and

conveyed by each and the total of the amounts so paid in cash and by such transfers and conveyances of property constitutes the amount of capital stock which has been paid in and with which this Corporation will begin business.

IN WITNESS WHEREOF, we have hereunto set our hands and seals on this the 27th day of June, 1964.

/s/ Thomas C. Brasfield
Thomas C. Brasfield

/s/ Miller Gorrie
Miller Gorrie

/s/ James Gorrie
James Gorrie

EXHIBIT A

STATE OF ALABAMA)
JEFFERSON COUNTY)

Before the undersigned authority, a Notary Public in the State and County aforesaid, personally appeared Miller Gorrie, who, being first duly sworn, deposes and says:

That he is the person designated and authorized by the incorporators to receive subscriptions to the capital stock of Thomas C. Brasfield, Incorporated, and that the certificate of incorporation to which this statement has been and is attached, has been signed in person by the incorporators, viz: Thomas C. Brasfield, Miller Gorrie and James Gorrie.

That one hundred fifty (150) shares of common stock of the par value of One Hundred Dollars (\$100.00) per share have been subscribed for by the incorporators of the Corporation, and affiant has received from such subscribers the sum of Fifteen Thousand Dollars (\$15,000.00) in cash, or in property, and which constitutes the amount of capital stock which has been paid in and which is in payment of their subscriptions, the number of shares subscribed for and the amount received from each of them being as follows:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount</u>
Miller Gorrie	148	\$14,800.00
Thomas C. Brasfield	1	100.00
James Gorrie	1	100.00

That the aforesaid subscriptions to the capital stock of the Corporation are shown in and by the subscription list of the Corporation, a copy of which is included in this statement and made a part hereof and is as follows:

"STATE OF ALABAMA)
JEFFERSON COUNTY)

"SUBSCRIBED TO THE CAPITAL STOCK

OF

THOMAS C. BRASFIELD, INCORPORATED

"We, the undersigned, do severally subscribe

-2-

for the number of shares of capital stock of Thomas C. Brasfield, Incorporated, set opposite our respective names, such shares of stock being of the par value of One Hundred Dollars (\$100.00) each:

<u>Name</u>	<u>NO. of Shares</u>	<u>Amount</u>
Miller Corrie	148	\$14,800.00
Thomas C. Brasfield	1	100.00
James Corrie	1	100.00
		<u>\$15,000.00</u>

"The capital stock is payable in money at the rate of \$100.00 per share, but there is hereby reserved, by all the subscribers, to Miller Corrie, the right to discharge all, or a portion of, his subscription to such capital stock by transferring and conveying to the corporation, on its organization, all his right, title and interest in and to the following construction equipment, building materials and office equipment and supplies, all of which are reasonably worth \$21,210.00 and of which Miller Corrie, is the sole owner, namely:

1953 Ford $\frac{1}{2}$ ton pickup truck, #F10D3M15764
 1955 Ford $\frac{1}{2}$ ton pickup truck, #F10D5A20307
 1950 Ford $\frac{3}{4}$ ton pickup truck, #98RD307488
 1956 International $\frac{3}{4}$ ton stake body and
 dump truck, #98548
 DeWalt Woodworker, #42915
 Model 825 Saw, #242248
 Stanley Hand Saw
 7/8 Horsepower Skill Saw
 7/8 Horsepower Electric Drill
 H.66 Cleveland Drill, #44V5650, F1469
 Model 45 Skill Drill
 Drill Rotary Hammer, #1006407
 Paving Breaker, #OP-177 5892
 Paving Breaker
 ACL Hoist, #1975649
 Jackhammer
 Thor Model #25 Paving Breaker
 Wet and Dry Cut Everready Brick Saw
 Thor 25 Pneumatic Paving Breaker, 1-1/8" Front Head
 Model B Whiteman Concrete Finishing Machine,
 #B4192, Motor #1245523

-3-

Stanley 1/2" Electric Drill, #BJ-3747
 Model 2805 Thor Drill, #102860
 Davidson-Wells 12" Table Saw, #624
 2 Horsepower Motor, Single Phase, #287656
 1 Horsepower Double Shaft Single Phase,
 #53818, #07316
 Davidson-Wells 62" Jointer, 3/4 HP Motor,
 Single Phase, #W22036131058
 14 Mulkey Conveyor, Complete with two
 way motor
 Model 75 Thor Rock Drill 1" Hex, #103747
 T-1355 Essick Mortar Mixer, #532216
 J-4 Stanley Electric Plans & Router, Door
 Hanging
 Power Motor #100, 12" planer complete, #6263
 with 2 HP Motor
 Model 700 Masaw, #31346
 Max Electric Drill Model, #2654
 Model D.W. Wet Cut Ever Ready Erick Saw,
 1 1/2 HP Single Phase Motor
 Concrete Special Conveyor, #1240
 1 Horsepower Century Motor
 Power Saw
 Helmite Pump, #657805
 122 MD Ramsot Job Master
 33 Thor Pneumatic Chipping Hammer, #965304
 1/2 Horsepower Wagner Motor, 3600 RPM
 Quick Spray Complete Plasterer, 13313E2
 Helmite Pump, #754483
 WE 50 Worthington Breaker, 1-1/8", #1252
 Clipper Saw
 500 Porter Cable Sander
 Thor C.V. 3-10 Motor N Head Vibrator, #321075
 Hilti Stud Driving Gun #HR 39473
 Boice Crans Drill Press, Floor Type
 Black & Decker Deluxe Jig Saw, #32590
 Model 146B Saw, #72008
 Model 858 Skill Saw, #631343
 858 Skill Saw
 457 Black & Decker Halgun, #4934580
 Thor CV 3-10 Motor N Head Vibrator, #484903
 726 Skill Roto Hammer w/case and bits, Type 4,
 #C-985033

-4-

300 Porter Cable Sander

8610 K & E Level with tripod
95033 K & E Level with tripod
54037 K & E Level with tripod
102911 K & E Level with tripod
W & H Molding Machine
One Roll, 600 feet, 5/8" Manila rope
400 Porter Cable Sander
300 Porter Cable Sander
30" HD Fan, 220 Volts
36" Fan, 110 Volts
Steel Miter Box and Saw
25 Complete Sets (50 pieces) of Steel
Scaffold Framing
36 Adjustable Scaffold Frames
15 Wheel Barrows
Heavy Duty Electric Hoist
Gasoline Hoist
"A" Frames and two hand winches
Burning and Welding Torch
Thor Air Tuggle Pump
Thor Air Tuggle Pump
800 Feet of 1/2" Hose
Mumro Tape Calculator
Mumro Calculator
2 Underwood Typewriters
3 Large Plan and Hardware Storage Cabinets
Crosley-Shevadon 8 cubic foot Refrigerator
7 Legal size filing cabinets, 4 drawers
Fireproof filing cabinet, 4 drawers
2 Typewriter desks, wooden
2 Office desks, wooden
2 Large plan tables
2 Large drafting boards
Large double desk
2 Plan cabinets, 6 drawers
2 Drafting stools
8 Office chairs
2 Secretary chairs "

And affiant deposes and says that the 150 shares of capital stock subscribed for by the above incorporators have been paid for as follows:

-5-

<u>Name</u>	<u>No. of Shares</u>	<u>Paid by Transfer of Property</u>	<u>Paid in Cash</u>
Miller Corrie	148	\$14,000.00	None
Thomas C. Brasfield	1	None	\$100.00
James Corrie	1	None	\$100.00

And affiant further deposes and says that each of the subscribing stockholders has complied with the terms of the foregoing subscription contract by the payment of the amount of their several subscriptions to affiant in cash or by the transfer and conveyance of property to the corporation by a duly executed and delivered instrument of sale and assignment as shown in and by such subscription list, such being the amount of capital stock which has been paid in; and that the stock subscribed for is not less than twenty-percent of the authorized capital stock of the corporation, and that the amount paid therefor is the entire amount subscribed.

This the 29th day of June , 1964.

/s/ Miller Corrie
Miller Corrie

Subscribed and sworn to before me this the 29th day of June, 1964.

/s/ Ellen Taylor
Notary Public
Jefferson County, Alabama

SEAL

State of Ala. Jefferson Co.
I certify this instrument
was filed on
Per
sonal 15 Page 908
Jun 29 4 57 PM '64

J. Paul Meeks
Judge of Probate

STATE OF ALABAMA }
JEFFERSON COUNTY }

SUBSCRIPTIONS TO THE CAPITAL STOCK

OF

THOMAS C. BRASFIELD, INCORPORATED

We, the undersigned, do severally subscribe for the number of shares of capital stock of Thomas C. Brasfield, Incorporated, set opposite our respective names, such shares of stock being of the par value of One Hundred Dollars (\$100.00) each:

<u>Name</u>	<u>No. of Shares</u>	<u>Amount</u>
Miller Gorrie	148	\$14,800.00
Thomas C. Brasfield	1	100.00
James Gorrie	1	100.00
		<u>\$15,000.00</u>

The capital stock is payable in money at the rate of \$100.00 per share, but there is hereby reserved, by all the subscribers, to Miller Gorrie, the right to discharge all, or a portion of, his subscription to such capital stock by transferring and conveying to the corporation, on its organization, all his right, title and interest in and to the construction equipment, building materials and office equipment and supplies, shown on Exhibit A attached hereto and made a part hereof, all of which are reasonably worth \$21,210.00 and of which Miller Gorrie is the sole owner.

Miller Gorrie

Miller Gorrie

Thomas C. Brasfield

Thomas C. Brasfield

James Gorrie

James Gorrie

CERTIFICATE OF AMENDMENT

OF

CERTIFICATE OF INCORPORATION

OF

THOMAS C. BRASFIELD, INCORPORATED

(Changing the name of said corporation to
BRASFIELD & GORRIE, INC.)

TO THE HONORABLE J. PAUL MEEKS, JUDGE OF PROBATE OF JEFFERSON COUNTY,
ALABAMA:

We, Miller Gorrie, President, and Imogene Powell, Secretary,
of Thomas C. Brasfield, Incorporated, a corporation organized and exist-
ing under the laws of the State of Alabama by Certificate of Incorpo-
ration filed in the Office of the Judge of Probate of Jefferson County,
Alabama on the 29th day of June, 1964 (recorded in Personal 15, Page 908),
and with its principal place of business in Birmingham, Jefferson County,
Alabama, do hereby certify as follows:

FIRST: That all the directors of Thomas C. Brasfield, Incorpo-
rated, and the holders of all the capital stock of said corporation have
adopted by unanimous consent an amendment of the Certificate of Incorpo-
ration, in substance as hereinafter set forth.

SECOND: That the amendment thus adopted is as follows:

The Certificate of Incorporation is amended by de-
leting therefrom ARTICLE I NAME and providing in
place thereof a new ARTICLE I NAME as follows:

STATE OF ALA. DEPENDS TO
I CERTIFY THIS INSTRUMENT
WAS FILED ON

REAL 309 PAGE 548
MAR 23 2 41 PM '67

TAX
BEEN
PD
INSTRUMENT.

Johnnie Powell
NAME OF DEPOSITEE

2.

"ARTICLE I

NAME

The name of this corporation (here-
inafter referred to as the Corporation)
shall be

BRASFIELD & GORRIE, INC."

such amendment to be effective on and after the
1st day of April, 1967.

THIRD: That the foregoing amendment was duly adopted in
accordance with the provisions of Section 21(20), Title 10, Code of
Alabama, 1940 (Recompiled 1958), as amended.

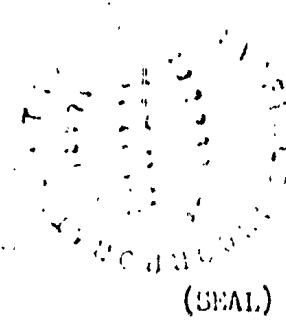
IN WITNESS WHEREOF, we, Miller Gorrie and Imogene Powell,
the undersigned President and Secretary, respectively, of Thomas C.
Brasfield, Incorporated, do hereby make and file this report and certi-
ficate for and on behalf of said corporation, and do hereunto set our
hands and the seal of said corporation, this 18 day of March, 1967.

Miller Gorrie

Miller Gorrie, President

Imogene Powell

Imogene Powell, Secretary



This instrument was prepared

by JAMES H. HANCOCK

Mathis Bick, English, Kuylenstierna & Williams
600 North 18th Street
Birmingham, Alabama

315 449

Filed for record
at James H. Harrison
County Clerk's Office
Jefferson County, Alabama
this 27th day of June, 1964

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF

BRADFIELD & GORRIE, INC.

(Changing the authorized 250 shares of
Common stock into Class A and Class B
shares and providing restrictions on the
transfer of Class B shares)

TO THE HONORABLE J. PAUL MEEKS, JUDGE OF PROBATE OF JEFFERSON COUNTY,
ALABAMA:

We, Miller Gorrie, President, and Imogene Powell, Secretary,
of Bradfield & Gorrie, Inc., a corporation organized and existing under
the laws of the State of Alabama by Certificate of Incorporation filed
in the Office of the Judge of Probate of Jefferson County, Alabama, on
the 29th day of June, 1964 (recorded in Personal 15, Page 908), as
amended by amendment filed on March 23, 1967 (recorded in Real 309,
Page 548), and with its principal place of business in Birmingham,
Jefferson County, Alabama, do hereby certify as follows:

FIRST: That all the directors of Bradfield & Gorrie, Inc.,
and the holders of all the capital stock of said corporation have
adopted by unanimous consent an amendment of the Certificate of Incorpo-
ration, in substance as hereinafter set forth.

SECOND: That the amendment thus adopted is as follows:

The Certificate of Incorporation is amended by deleting
therefrom ARTICLE IV CAPITAL STOCK and providing in place
thereof a new ARTICLE IV CAPITAL STOCK as follows:

"ARTICLE IV
CAPITAL STOCK

The total authorized capital stock of the Corporation is Twenty-five Thousand Dollars (\$25,000.00) which shall be divided into the following classes of common stock and which the Corporation shall have authority to issue and which shall be nonassessable:

150 shares of common stock, Class A, of
the par value of One Hundred Dollars
(\$100.00) per share.

100 shares of common stock, Class B, of
the par value of One Hundred Dollars
(\$100.00) per share.

The amount of capital stock with which the Corporation shall begin business is Fifteen Thousand Dollars (\$15,000.00) to be represented by all 150 authorized of Class A common stock.

The only distinction between Class A common stock and Class B common stock shall be the following: No Class B common stock of the Corporation shall be sold, transferred, assigned, given, donated, pledged, mortgaged, executed upon, devised, bequeathed, or in any other manner alienated by the legal, equitable, beneficial or fiduciary owner or holder thereof without first being unconditionally offered by such owner or holder for sale to the Corporation at the book

value thereof. Such offer must be made by the registered owner or holder of such shares, or his duly authorized agent or representative, in writing properly addressed to the Corporation at the principal office of the Corporation by registered U. S. Mail which writing, in addition to stating that such shares are offered for sale pursuant to the provisions hereof, shall state the number of shares offered, the registered owner of such shares and the stock certificate number which represents the shares so offered. If such offer is not accepted by the Corporation as hereinafter provided within thirty days following receipt by the Corporation of such writing, such owner or holder shall be free at any time within the next twelve months only to alienate or otherwise dispose of such shares so offered. If such offer is not made, or if such offer is made and accepted, Class B common stock of the corporation can only be alienated or transferred to the Corporation. To accept such offer, the Corporation shall, within thirty days following receipt by the Corporation of such writing, notify in writing the registered owner or holder of such shares by registered U. S. Mail directed to the address of such owner or holder on the books of the Corporation (with a copy of such writing directed to the address shown on the written offer if

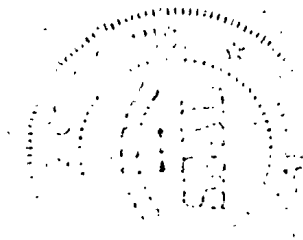
such an address be shown) that such offer has been accepted and that upon delivery of the certificate, properly endorsed, to the Corporation the Corporation will deliver to the registered owner or holder, or his duly authorized agent, a certified check payable to such registered owner or holder in an amount equal to the book value of the shares so offered. If such certificate is not delivered to the Corporation pursuant to the foregoing sentence within thirty days following the posting of such written acceptance, the Corporation shall be deemed the owner of such shares and shall so register such shares on the books of the Corporation, provided that at any time thereafter that such certificate is so delivered, the Corporation shall deliver to the registered owner or holder of such shares, or his duly authorized agent, a certified check payable to such registered owner or holder in an amount equal to the book value of the shares so offered. Book value of shares of stock in the Corporation, as used in this paragraph, shall mean the value thereof as reflected by the annual audit of the Corporation performed by the Corporation's regular external accountants as of June 30 of each year and the book value so established in a given year shall be used in connection with any offer made prior to the next following June 30. In the

event that no such annual audit is made, then at any time an offer is made, the Corporation shall cause such an audit by an external firm of certified public accountants to be made as will reflect such book value as of the preceding June 30 and such valuation shall be used. The Corporation shall not be required to transfer ownership of Class B common stock on the books of the Corporation unless the offer and procedure described above has been followed. None of the provisions of this paragraph shall apply to Class A common stock.

All certificates representing common stock of the Corporation shall be presumed to represent shares of Class A common stock unless such certificate specifically states that the shares represented by such certificate are Class B common stock."

THIRD: That the foregoing amendment was duly adopted in accordance with the provisions of Section 21(20), Title 10, Code of Alabama, 1940 (Recompiled 1958), as amended.

IN WITNESS WHEREOF, we, Miller Corrie and Imogene Powell, the undersigned President and Secretary, respectively, of Brasfield & Corrie, Inc., do hereby make and file this report and certificate for and on behalf of said corporation, and do hereunto set our hands and the seal of said corporation, this 24 day of October, 1967.



Miller Corrie
Miller Corrie, President

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
WAS FILED OF
375 PAGE 449
NOV 2 12 40 PM '67
RECORDED & INDEXED
& S. L. RECORD TAX HAS BEEN
PAID ON THIS INSTRUMENT.
Imogene Powell
SECRETARY

2.50

REAL 552 INC 122

This instrument was prepared
BY JAMES H. HANCOCK
Martin, Baich, Bingham, Hawthorne & Williams
600 North 18th Street
Birmingham, Alabama

CERTIFICATE OF AMENDMENT
OF
CERTIFICATE OF INCORPORATION
OF
BRASFIELD & GORRIE, INC.

(Revising the restrictions
on the transfer of Class B shares)

TO THE HONORABLE J. PAUL MEEKS, JUDGE OF PROBATE OF JEFFERSON COUNTY,
ALABAMA:

We, Miller Gorrie, President, and Imogene Powell, Secretary, of
Brasfield & Gorrie, Inc., a corporation organized and existing under the laws
of the State of Alabama by Certificate of Incorporation filed in the Office of
the Judge of Probate of Jefferson County, Alabama, on the 29th day of June,
1964 (recorded in Personal 15, Page 908), as amended by amendments filed on
March 23, 1967 (recorded in Real 309, Page 548), and filed November 2, 1967
(recorded in Real 375, Page 449), and with its principal place of business in
Birmingham, Jefferson County, Alabama, do hereby certify as follows:

FIRST: That all the directors of Brasfield & Gorrie, Inc., and the
holders of all the capital stock of said corporation have adopted by unanimous
consent an amendment of the Certificate of Incorporation, in substance as here-
inafter set forth.

SECOND: That the amendment thus adopted is as follows:

The Certificate of Incorporation is amended by deleting

2.

therefrom ARTICLE IV CAPITAL STOCK and providing in place thereof a new ARTICLE IV CAPITAL STOCK as follows:

"ARTICLE IV
CAPITAL STOCK

The total authorized capital stock of the Corporation is Twenty-five Thousand Dollars (\$25,000.00) which shall be divided into the following classes of common stock and which the Corporation shall have authority to issue and which shall be nonassessable:

150 shares of common stock, Class A, of the
par value of One Hundred Dollars (\$100.00)
per share.

100 shares of common stock, Class B, of the
par value of One Hundred Dollars (\$100.00)
per share.

The amount of capital stock with which the Corporation shall begin business is Fifteen Thousand Dollars (\$15,000.00) to be represented by all 150 authorized of Class A common stock.

The only distinction between Class A common stock and Class B common stock shall be the following: No Class B common stock of the Corporation shall be sold, transferred, assigned, given, donated, pledged, mortgaged, executed upon,

3.

devised, bequeathed, or in any other manner alienated by the legal, equitable, beneficial or fiduciary owner or holder thereof without first being unconditionally offered by such owner or holder for sale to the Corporation at a 'sale price' determined as hereinafter provided. Such offer must be made by the registered owner or holder of such shares, or his duly authorized agent or representative, in writing properly addressed to the Corporation at the principal office of the Corporation by registered U. S. Mail which writing, in addition to stating that such shares are offered for sale pursuant to the provisions hereof, shall state the number of shares offered, the registered owner of such shares and the stock certificate number which represents the shares so offered. If such offer is not accepted by the Corporation as hereinafter provided within thirty days following receipt by the Corporation of such writing, such owner or holder shall be free at any time within the next twelve months only to alienate or otherwise dispose of such shares so offered. If such offer is not made, or if such offer is made and accepted, Class B common stock of the corporation can only be alienated or transferred to the Corporation. To accept such offer, the Corporation shall, within thirty days following receipt by

4.

the Corporation of such writing, notify in writing the registered owner or holder of such shares by registered U. S. Mail directed to the address of such owner or holder on the books of the Corporation (with a copy of such writing directed to the address shown on the written offer if such an address be shown) that such offer has been accepted and that upon delivery of the certificate, properly endorsed, to the Corporation the Corporation will deliver to the registered owner or holder, or his duly authorized agent, a certified check payable to such registered owner or holder in an amount equal to the 'sale price' determined as hereinafter provided. If such certificate is not delivered to the Corporation pursuant to the foregoing sentence within thirty days following the posting of such written acceptance, the Corporation shall be deemed the owner of such shares and shall so register such shares on the books of the Corporation, provided that at any time thereafter that such certificate is so delivered, the Corporation shall deliver to the registered owner or holder of such shares, or his duly authorized agent, a certified check payable to such registered owner or holder in an amount equal to the 'sale price' determined as hereinafter provided. The

5.

'sale price,' as such words are used in this paragraph,

shall be determined as follows:

Take the book value of the Corporation, determined as of the June 30th immediately preceding the date of the mailing of the above described registered letter to the Corporation, plus item (A) below or minus item (B) below, if either is applicable; divide the total thereof by the total number of shares (exclusive of those held in the treasury of the Corporation) of Class A and B common stock outstanding as of the date of such mailing; and multiply the result by the number of shares to be purchased.

- (A) Three times the excess of the average earnings of the Corporation for the most recent five fiscal years over 20 per cent of average book value for the same period.
- (B) Three times the excess of 10 per cent of average book value for the most recent five fiscal years over the average earnings of the Corporation for the same period.

Book value of the Corporation, as used in the foregoing formula, shall be the excess of assets over liabilities reflected in the equity section of the balance sheet of the Corporation as reported upon by the Corporation's regular independent public accountants as of June 30 of each year. In the event of any qualification in such accountant's report, necessary adjustments which can be made to eliminate such qualification will be made.

Average book value, as used in the foregoing formula, shall be an amount determined by dividing by six the sum of the book value of the Corporation on each of the six June 30ths immediately preceding the date of the mailing of the above described registered letter to the Corporation.

In the event that reports of the Corporation's independent public accountants sufficient to determine the 'sale price'

6.

have not been made, then at any time an offer is made, the Corporation shall cause such audits and reports to be made by an external firm of certified public accountants as will make it possible to determine such 'sale price.' The Corporation shall not be required to transfer ownership of Class B common stock on the books of the Corporation unless the offer and procedure described above has been followed. None of the provisions of this paragraph shall apply to Class A common stock.

All certificates representing common stock of the Corporation shall be presumed to represent shares of Class A common stock unless such certificate specifically states that the shares represented by such certificate are Class B common stock."

THIRD: That the foregoing amendment was duly adopted in accordance with the provisions of Section 21(20), Title 10, Code of Alabama 1940 (Recapiled 1958), as amended.

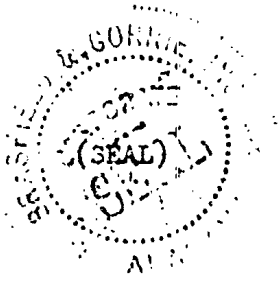
IN WITNESS WHEREOF, we, Miller Gorrie and Imogene Powell, the undersigned President and Secretary, respectively, of Brasfield & Gorrie, Inc., do hereby make and file this report and certificate for and on behalf

7.

of said corporation, and do hereunto set our hands and the seal of said corporation, this 14th day of August, 1969.

Miller Gorrie
Miller Gorrie, President

Imogene Powell
Imogene Powell, Secretary



Secretary of State
State of Alabama
I hereby certify that this is a true and correct copy of the original as the same is on file in this office.

Dated _____
Secretary of State

STATE OF ALA. JEFFERSON CO.
I CERTIFY THIS INSTRUMENT
WAS FILED ON

REAL 552 PAGE 122
AUG 11 11 00 AM '69

RECORDED & INDEXED
& 5 CENTS FEE HAS BEEN
PAID ON THIS INSTRUMENT

James M. ...
JAMES M. ...

2 1/2

C T CORPORATION SYSTEM



Associated with The Corporation Trust Company
2 PEACHTREE STREET, N.W. ATLANTA, GA 30303 • (404) 668 1010

March 31, 1987

RE: BRASFIELD & GORRIE, INC. (Alabama)
Merging: GORRIE DEVELOPMENT CORPORATION (Delaware)

Job Number DU 47032-9

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

Dear Sir:

Pursuant to the instructions of counsel named above, we enclosed for filing on behalf of this corporation, which is authorized to do business in your state, Certified evidence of merger from the State of Alabama and supplemental documentation if applicable. (Merger document shows a capital increase).

Check in payment of the required fees is attached. Please forward the usual evidence of filing to this office.

Yours very truly,

C T CORPORATION SYSTEM


Robert D. Fischer
Service Representative

RDP/ges
Enc.
Special Instructions:
Check #63236 Amt. \$20

Merged corporation is not qualified to do business in ~~New~~
~~York~~ state.

Please call collect or use our toll-free number
1-800-241-5824 if problems arise.