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# Commonwealth of Kentucky

## Department of State



### Office of Secretary of State

LEILA F. BEGLEY, SECRETARY

#### ARTICLES OF INCORPORATION

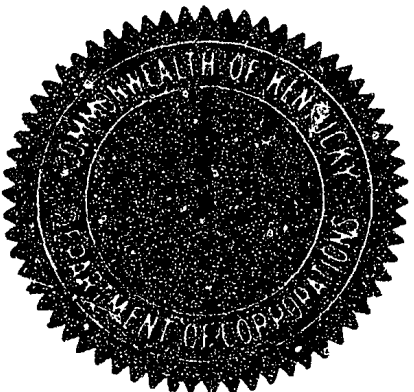
I, LEILA F. BEGLEY, Secretary of State of the Commonwealth of Kentucky, do hereby certify that Articles of Incorporation of

THOMAS & WATSON ELECTRIC COMPANY, INC.

Marion, Kentucky

duly signed and acknowledged according to law, have this day been filed in my office. I further certify that all taxes, fees and charges payable upon the filing of said Articles of Incorporation have been paid

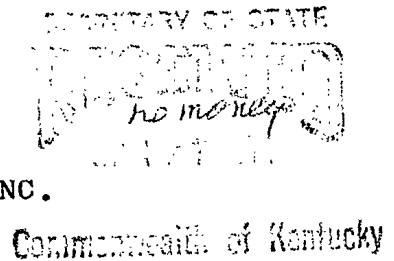
Witness my official signature this 27th day of January, 19 71.



Leila F. Begley  
Secretary of State

A. J. Lyon  
Assistant Secretary of State

ARTICLES OF INCORPORATION  
OF  
THOMAS & WATSON ELECTRIC COMPANY, INC.



KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, do hereby declare and affirm the intent and purpose of forming a corporation under the laws of the State of Kentucky.

ARTICLE I

The corporation hereby proposed to be organized shall be named and known as Thomas & Watson Electric Company, Inc., by which name it may contract and be contracted with, sue and be sued, adopt a corporate seal, and do all things necessary to the conduct of its business in the furtherance of its expressed purpose.

ARTICLE II

The purpose and nature of the business which is to be transacted, promoted and carried on by this corporation shall be to engage in the electrical contracting business generally and in the manufacture and sale of electrical equipment and appliances as principal or agent or otherwise; to conduct the aforesaid business and all of its branches; and to do such other things as are incidental, proper or necessary in the operation of said business and in the carrying out of any or all of said purposes; to construct, erect, own, equip, maintain, operate, and use, and to contract with others to construct and erect, and to lease to others to maintain, operate, and use electrical shops, storerooms, office buildings, and buildings of all kinds, and to pay for the construction, erection, or equipment of the same in cash, stock, or bonds of this corporation or otherwise; and to hold, sell, dispose of, pledge, or mortgage any such property, real or personal, as may be necessary in carrying out such purposes, subject to any limitations prescribed by law;

and to do all things necessary or desirable to protect or enhance, directly or indirectly, the value of any interest or right owned or held by the corporation by reason of its expressed purposes; to borrow money, credit, or property, to make contracts, to incur obligations and to secure the same by mortgage or pledge of all or part of its assets or franchises; to act for others in any capacity or manner, to participate with others and to merge or consolidate with other concerns in any business, enterprise or transactions which the company is authorized to engage in, in any manner and on any terms; and to do any and all further acts consistent with the purposes hereinbefore set forth, as now or hereafter authorized by law for a corporation, it being the intention that the enumeration of specific powers shall not operate to limit in any manner the general powers conferred upon corporations by the laws of the State of Kentucky.

#### ARTICLE III

The duration of this corporation shall be perpetual.

#### ARTICLE IV

The address of the registered office of this corporation is Marion, Kentucky.

#### ARTICLE V

The name and address of the resident agent of this corporation is James O. Watson, Marion, Kentucky.

#### ARTICLE VI

The total number of shares of stock authorized to be issued and the authorized class thereof shall be one thousand shares of no par common stock. The voting power of such stock shall be one vote per share.

ARTICLE VII

The shares of stock authorized to be issued under these articles shall be without classification, restrictions, limitation, or distinction as to the rights of the owners, provided that should any shareholder decide to sell, transfer, or dispose of his interests, he shall offer to sell the shares held by him to the incorporators at book value before offering the shares to an outsider.

ARTICLE VIII

The minimum amount of capital with which the corporation will begin business shall be one thousand (\$1,000.00) dollars.

ARTICLE IX

The names and addresses of the incorporators and the number of shares subscribed to by them are:

James O. Watson, 302 North College Street, Marion, Kentucky	250 shares
Charles R. Thomas, Route 2, Marion, Kentucky	250 shares

ARTICLE X

Three directors of the corporation are to be elected at the first meeting of the shareholders to be held as soon as practicable after issuance of the certificate of incorporation.

ARTICLE XI

The general officers of this corporation shall be a president and a vice president and a secretary-treasurer.

ARTICLE XII

The principal duties of such general officers shall be as follows:

1. The principal duties of the president shall be to preside at all meeting of the board of directors and the executive committee, if any, and to have general supervision of the business affairs of the corporation.

2. The principal duties of the vice president of the corporation shall be to discharge the duties of the president in the event of his inability to act for any cause.

3. The principal duties of the secretary-treasurer shall be to countersign all leases, deeds, and conveyances executed by the corporation, affix the corporate seal thereto, and to such other papers as shall be required or directed to be sealed; to keep a record of the board of director's action and to safely and systematically keep all records, books, papers, and documents belonging to the corporation.

It shall be the further duty of the secretary-treasurer to keep and account for all monies, credits, and property of any nature of the corporation, which shall come into his possession, and to render such accounts, statements, and inventories of monies received and disbursements made and money and property on hand, and generally of all matters pertaining to his office, as shall be required by the board of directors.

The board of directors may, in its discretion, provide for the appointment of additional officers and agents.

#### ARTICLE XIII

The board of directors may, from time to time, by a vote of a majority of its members, make, alter, amend, or rescind any of the by-laws of this corporation by appropriate resolution.

#### ARTICLE XIV

The board of directors shall decide on the design for a corporate seal and duly adopt the same by resolution.

#### ARTICLE XV

The corporation shall begin the transaction of business upon the election of the first board of directors by the shareholders, the designated amount of capital having been paid in, and the

certificate of incorporation theretofore issued and duly filed with the records of the corporation.

IN WITNESS WHEREOF, we, the incorporators, James O. Watson and Charles R. Thomas, have herunto set our hands this 31st day of December, 1970.

James O. Watson  
JAMES O. WATSON  
Charles R. Thomas  
CHARLES R. THOMAS

STATE OF KENTUCKY  
COUNTY OF CRITTENDEN

The foregoing Articles of Incorporation was acknowledged before me by James O. Watson this 31st day of December, 1970.

[Signature]  
NOTARY PUBLIC  
My commission expires: 3-9-73

STATE OF KENTUCKY  
COUNTY OF CRITTENDEN

The foregoing Articles of Incorporation was acknowledged before me by Charles R. Thomas this 31st day of December, 1970.

[Signature]  
NOTARY PUBLIC  
My commission expires: 3-9-73

This document was prepared  
Dec 31 1970 by  
B. D. [Signature] AT LAW  
[Signature]  
Attorney-at-Law

ORIGINAL COPY  
FILED AND RECORDED  
Lela J. Begley  
JAN 27 1971  
SECRETARY OF STATE OF KENTUCKY  
FRANKFORT, KENTUCKY  
BY [Signature]  
RECORDS & COMMUNICATIONS SECTION

LAW OFFICES  
**WESTBERRY & ROBERTS**  
113 WEST BELLVILLE  
MARION, KENTUCKY 42064

B M. WESTBERRY  
———  
J WENDELL ROBERTS

January 26, 1971

AREA CODE 502  
TELEPHONE  
965-4784

Secretary of State  
Capitol Building  
Frankfort, Kentucky

Attention: Corporation Clerk

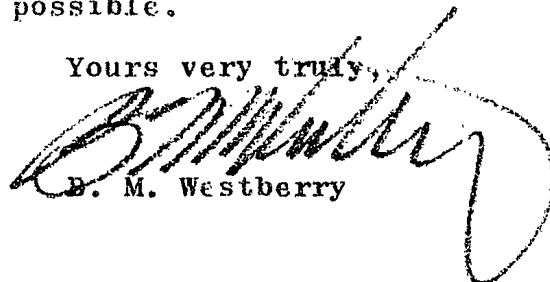
Re: T & W Electric Company Amended to  
Thomas & Watson Electric Company, Inc.

Dear Mrs. Begley:

We are refiling the Articles of Incorporation of the above company and as refiled, the name is Thomas & Watson Electric Company, Inc. and the validating number is 5-1C2780.

We trust you will be able to issue a certificate under this name as soon as possible.

Yours very truly,



B. M. Westberry

BMW:jb

enclosures