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## THE RECORD REPORTER

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RECEIVED

MAR 04 2005

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ARIZONA CORP. COMMISSION  
CORPORATIONS DIVISION

RR#: 784634

## AFFIDAVIT OF PUBLICATION

Reference #: - 11734221  
Notice Type: AI Articles of Incorporation  
Ad Description: PRECISION INDUSTRIAL RIGGERS, INC.

I, WENDY COOPER, am authorized by the publisher as agent to make this affidavit. Under oath, I state that the following is true and correct.

THE RECORD REPORTER is a newspaper of general circulation published Monday, Wednesday and Friday except legal holidays, in the County of Maricopa, State of Arizona. The copy hereto attached is a true copy of the advertisement as published on the following dates:

02/28/05, 03/02/05, 03/04/05

Subscribed and sworn to before me on the 4th day of March, 2005



MARGARET FINNERTY  
Notary Public - Arizona  
Maricopa County  
Expires 08/15/08

ARTICLES OF INCORPORATION  
OF  
PRECISION INDUSTRIAL RIGGERS,  
INC.

an Arizona corporation  
The undersigned persons have associated themselves for the purpose of forming a corporation under the laws of Arizona and adopt the following Articles of Incorporation.

- 1. Name.** The name of this corporation is Precision Industrial Riggers, Inc.
- 2. Purpose and Powers.** This corporation is organized for the transaction of any and all lawful business for which corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.
- 3. Initial Business.** The general nature of the business proposed to be transacted initially by the corporation, at any place within the United States, is heavy equipment rigging.
- 4. Capital Stock.** The authorized capital stock of the corporation shall consist of 1,000,000 shares of common stock with a \$1.00 par value.

a. The number of holders of shares of Voting Common Stock and the issuance and transfer of shares are restricted in accordance with the terms and conditions set forth in the Bylaws of the corporation.  
b. All or any portion of the capital stock may be issued in consideration for cash, real or personal property, services rendered or any other thing of value for the uses and purposes of the corporation and, when so issued, will become and be fully paid the same as though paid for in cash at par. The Board of Directors will be the sole judge of the value of any property, services, right or thing acquired in exchange for capital stock. Payment for the capital stock will be made at such time or times and upon such conditions as the Board of Directors may from time to time designate.

c. The shares of capital stock of the corporation are to be nonassessable. The Board of Directors shall have the sole authority to determine the manner and method of declaring dividends on the issued stock.

d. The shareholders of the corporation are to be entitled to preemptive rights in the event of the issuance and sale of stock of the corporation or securities convertible into stock of the corporation, and each shareholder of the corporation will be entitled to purchase the same proportion of such stock or securities to be sold by the corporation as the proportion of the stock owned by such shareholder bears to the total outstanding stock of the corporation at that time.

5. **Statutory Agent.** This corporation appoints J. Lawrence McCormley, 2525 East Camelback Road, Phoenix, Arizona 85016, as its statutory agent in and for the State of Arizona. This appointment may be revoked at any time by the Board of Directors authorizing and directing the filing with the Arizona Corporation Commission of a statement in accordance with A.R.S. §10-502.

6. **Known Place of Business.** The known place of business of the

corporation shall be c/o 433 South 83rd Avenue, Phoenix, Arizona 85353.

7. **Board of Directors.** The number of directors of the corporation shall be fixed and may be altered from time to time as may be provided in the Bylaws. In case of any increase in the number of directors, the additional directors may be elected by the directors or by the shareholders at an annual or special meeting as shall be provided in the Bylaws.

The initial Board of Directors shall consist of three persons who shall serve until their successors are qualified according to the Bylaws and whose names and addresses are:

Michael A. Poppe  
433 South 83rd Avenue  
Phoenix, Arizona 85353  
Kenneth W. Poppe  
433 South 83rd Avenue  
Phoenix, Arizona 85353  
Lisa Sigala Kline  
433 South 83rd Avenue  
Phoenix, Arizona 85353

8. **Incorporator.** The name and address of the undersigned incorporator is:

J. Lawrence McCormley, 2525 East Camelback Road, Phoenix, Arizona 85016.

All powers, duties and responsibilities of the incorporator shall cease at the time of delivery of these Articles of Incorporation to the Arizona Corporation Commission for filing.

9. **Dealings by Directors.** No contract or other transaction between the corporation and any other corporation, whether or not a majority of the shares of the capital stock of such other corporation is owned by this corporation, and no act of the corporation shall in any way be affected or invalidated by the fact that any of the directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation. Any director individually, or any firm of which such director may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or a majority thereof, and any director of the corporation who is also a director or officer of such other corporation, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize such contract or transaction and may vote thereat to authorize such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

10. **Elimination of Director Liability.** The personal liability of the directors shall be eliminated to the fullest extent permitted by the General Corporation Law of Arizona.

IN WITNESS WHEREOF, the undersigned incorporator has signed these Articles of Incorporation on this 30th day of December, 2004.

/s/ J. Lawrence McCormley  
02/28/2005, 03/02/2005, 03/04/2005  
RR-784634#