

ARTICLES OF INCORPORATION

OF

SUZUKI OF PELHAM, INC.

IN THE OFFICES OF THE JUDGE OF PROBATE OF  
SHELBY COUNTY, ALABAMA

The undersigned, James Lee Thompson, acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

I.

First: The name of the corporation is:

Suzuki of Pelham, Inc.

Second: The period of its duration is perpetual.

Third: The purposes for which the corporation is organized are:

(a) To operate a motorcycle sales corporation, including but not limited to, sale of new and used motorcycles of all makes and descriptions, three and four wheel vehicles ordinarily sold by motorcycle shops, parts for the same, service for the same, and maintenance for the same; to buy motorcycles, three and four wheel vehicles, new and used, and parts for the same; to perform and do all acts ordinarily and customarily done in the business of buying, selling servicing and maintenance of motorcycles, new and used, three and four wheel vehicles, new and used, and parts, service and maintenance thereof, and to do any and all other acts and things related to and similar to the motorcycle sales and service business.

(b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(e) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States of any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the corporation.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages, and securities executed by any individual or by any corporation of Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages, or securities, the stocks, bonds, debentures or other evidences of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

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(h) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligations, of any other corporation or association, domestic or foreign, or of any firm, partnership, or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(j) to acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities, of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(k) To borrow and lend money, without security, and upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange warrants, debentures, and other negotiable or transferable instruments.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trusts, or otherwise.

(n) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of

its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(p) To enter into any plan or project for the assistance and welfare of its employees.

(q) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association, combination, organization, entity or other body whatsoever domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(r) To do any and all the things herein set out and such other things as are incidental or conducive to the attainment, of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

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The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance in any of its branches.

Fourth: The aggregate number of shares which the corporation shall have authority to issue is one thousand

(1,000) shares of common stock having a par value of One and no/100 (\$1.00) Dollar per share.

II.

Fifth: Provisions granting preemptive rights are:

None

III.

Sixth: Provisions for the regulation of the internal affairs of the corporation are:

None

IV.

Seventh: The address of the initial registered office of the corporation is:

5361 Steven Court  
Mt. Olive, Alabama 35117

and the name of its initial registered agent at such address is;

James Lee Thompson

Eighth: The number of directors constituting the initial board of directors of the corporation is one (1), and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

✓ James Lee Thompson  
5361 Steven Court  
Mt. Olive, Alabama 35117

Ninth: The name and address of each incorporator is:

James Lee Thompson  
5361 Steven Court  
Mt. Olive, Alabama 35117

V.

Tenth: This corporation is being organized from its inception, as a "Section 1244" Corporation, and all stock issued will be Section 1244 stock, subject to the provisions of Section 1.1244, "Losses on Small Business Stock, Internal Revenue Code of 1954, as Amended, in order that any loss sustained on said stock by any stockholder might be treated as ordinary loss, subject to the provisions, and limitations, prescribed by the aforesaid Section 1.1244, or any other provision of the Internal Revenue Code dealing with Losses on Small Business Stock.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to the Articles of Incorporation, this the 14<sup>th</sup> day of MARCH, 1983.

  
James Lee Thompson

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# STATE OF ALABAMA

I, Don Siegelman, Secretary of State, of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions

of Section 10-2A-26, Code of Alabama 1975, the corporate name \_\_\_\_\_

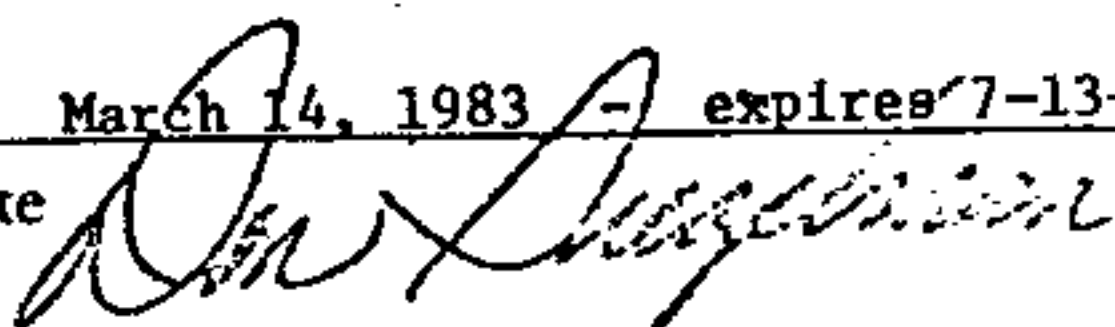
Suzuki of Pelham, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Suzuki of Pelham, Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is Shelby. I further certify that as set out in

the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

Date March 14, 1983 - expires 7-13-83  


Don Siegelman

Secretary of State

# State of Alabama

SHELBY

## County

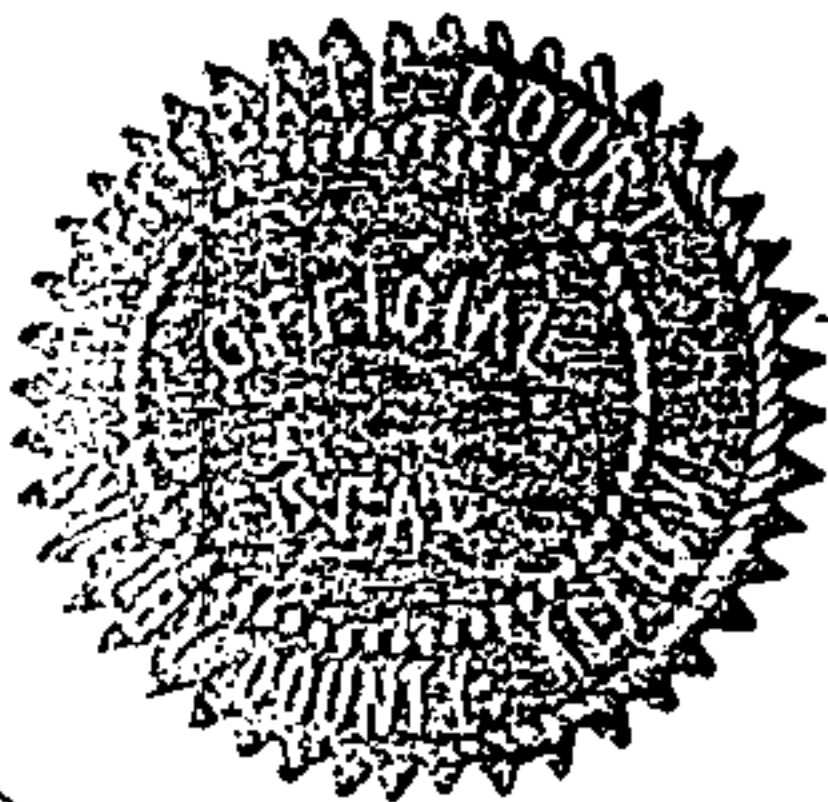
### CERTIFICATE OF INCORPORATION OF

SUZUKI OF PELHAM, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of SUZUKI OF PELHAM, INC., duly signed pursuant to the provisions of Section 64 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of Incorporation of SUZUKI OF PELHAM, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 14th day of MARCH, 1983



STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
INSTRUMENT WAS FILED

1983 MAR 14 PM 1:13

JUDGE OF PROBATE

*Thomas A. Shuler, Jr.*

Judge of Probate

Rec'd 25.00  
Jud 1.00  
26.00