

82
STATE OF ALABAMA)

COUNTY OF SHELBY)

ARTICLES OF INCORPORATION

OF

ROGER CLAYTON MOTOR COMPANY, INC.

The undersigned, acting as incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is Roger Clayton Motor Company, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

(a) To own and operate a business which will provide the following: retail sale of automobiles, trucks and other motor vehicles.

(b) To engage in the transaction of any or all other lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) Shares of common stock of the par value of Five and no/100 Dollars per share. Roger D. Clayton will own Nine Hundred (900) shares and Brenda J. Clayton will own One Hundred (100) shares.

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

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute, by these Articles of Incorporation, or by By-Laws hereafter adopted, and any amendments to the foregoing.

In furtherance, and not in limitation, of the powers conferred by statute, 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(a) To make and alter the By-Laws of this Corporation, but By-Laws so made by the Directors may be altered or repealed by the Directors or Shareholders;

1.

WILLIAM J. WYNN, P.C.
2027 SECOND AVENUE NORTH
BIRMINGHAM, ALABAMA 35203

(2)

(b) To fix and determine and to vary the amount of working capital of the Corporation; to determine whether any, and if any, what part of any, accumulated profits shall be declared and paid as dividends, to determine the date or dates for the declaration and payment of dividends; to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in;

(c) To make, from time to time (so far as may be permitted by law), temporary secured or unsecured loans when, in the judgement of the Board of Directors, the money so loaned is not at the time required in the conduct of the business of the Corporation.

The Corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the powers and authorities expressly conferred upon it by statute.

SIXTH: The address of the initial registered office of the corporation is 169 Industrial Road, Alabaster, Alabama 35007, and the name of its initial registered agent at such address is Roger D. Clayton.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is two, and the names and addresses of the persons who will serve as directors until the first annual meeting of shareholders or until his/her successors are elected and shall qualify are:

Roger D. Clayton

1457 Arrowhead Trail
Alabaster, Alabama 35007

Brenda J. Clayton

1457 Arrowhead Trail
Alabaster, Alabama 35007

EIGHTH: The names and addresses of each incorporator are:

Roger D. Clayton

1457 Arrowhead Trail
Alabaster, Alabama 35007

Brenda J. Clayton

1457 Arrowhead Trail
Alabaster, Alabama 35007

NINTH: The officers of the corporation are as follows:

Roger D. Clayton

President/Treasurer

Brenda J. Clayton

Vice President/Secretary

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(3)

Dated this the 21 day of October, 1987.



ROGER D. CLAYTON



BRENDA J. CLAYTON

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STATE OF ALABAMA

I, Glen Browder, 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 Roger Clayton Motor Company, Inc. is reserved

as available based only upon an examination of the corporation records on file in

this office for the exclusive use of Roger Clayton Motor Company, 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.

October 29, 1987 - expires 2-27-88

Date

Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

ROGER CLAYTON MOTOR COMPANY, 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 ROGER CLAYTON MOTOR COMPANY, INC., duly signed pursuant to the provisions 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 ROGER CLAYTON MOTOR COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of DECEMBER, 19 87.

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

1987 DEC -1 PM 12:41

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Dec 35.00
Jud 1.00
36.00

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