

342

STATE OF ALABAMA

SHELBY COUNTY

ARTICLES OF INCORPORATION

OF

HILYER AUTO & SALVAGE, INC.

KNOW ALL MEN BY THESE PRESENTS,

That for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Alabama and more particularly of Chapter 2 A of Title 10 of the Code of Alabama 1975, as last amended, the undersigned Hollins J. Hilyer and Norma J. Hilyer, desiring to become a body corporate, have associated themselves together, and have agreed upon and adopted this Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

FIRST: The name of the corporation is HILYER AUTO & SALVAGE, INC.

SECOND: The period of its duration of this corporation is perpetual.

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

(a) To engage in the general business of owning and operating an automotive and motor vehicle salvage business; to buy, sell, own or lease new and used automotive parts, automobiles, motor vehicles, and machinery of all description, and to salvage and market parts therefrom; to buy, sell, own,

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transport, and deal generally in automobiles, motor vehicles, automotive parts and accessories, machinery, and supplies of all kinds, and to salvage and market parts therefrom in operating a used automobile, auto parts, and salvage business; to own, lease, operate, and manage garages and lots for the parking and storing of motor vehicles, both new, used, and wrecked; to repair motor vehicles, and parts thereof, and to sell and market the same; and to carry on generally such other and incidental business as may be appropriate to the above mentioned activities.

(b) To purchase or otherwise acquire, and to hold, own, mortgage, pledge, sell, transfer, or in any manner dispose of, and to deal and trade in goods, wares, merchandise, and personal property of any and every class and description and wherever situated.

(c) To buy, sell, mortgage, rent, improve, exchange, and otherwise acquire, hold, dispose of and deal in real property, both improved and unimproved; to build, repair, and alter houses and other buildings thereon and to manage, develop, improve and subdivide, either into residential or business subdivisions, real property.

(d) To undertake and carry on any business, transactions, or operation commonly undertaken or carried on by manufacturers, processors, financiers, and contractors, and generally to enter into, carry on, assist, promote or participate in financial, commercial, mercantile, industrial and other business works, contracts, undertakings and operations.

(e) To raise money by the issuing of shares and otherwise, to borrow money for its corporate purposes, and to make, accept, endorse, guarantee, execute and issue bonds, bills of exchange and other obligations, and to mortgage, pledge and hypothecate any stocks, bonds or other evidences of indebtedness and any other property held by it, and to invest money so raised, borrowed or otherwise obtained in carrying out the objects of the corporation heretofore enumerated.

(f) To carry on any or all of its operations and business and to promote its objects within the State of Alabama or elsewhere, without restrictions as to place or amount, and to do any or all of the things herein set forth to the same extent as natural persons might or could do, and in any part of the world, as principals, agents, contractors, trustees, or otherwise, along or in company with others.

(g) And generally to do and perform the acts and enjoy the powers conferred by the general laws of the State of Alabama; and in addition to the objects stated aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these articles.

The objects and purposes specified in each subparagraph of Paragraph Third shall, unless otherwise expressly provided, be in no way limited by reference to, or inference from, the terms of any other subparagraphs of Paragraph Third, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing this Paragraph Third

are used in their broadest sense and shall be so construed. 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.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 1,000, consisting of one class of common stock with the par value of \$1.00 per share.

FIFTH: Provisions for the regulation of internal affairs of the corporation are: None.

SIXTH: The address of the initial registered office of the corporation is Route 2, Box 20 C, Calera, Alabama 35040, and the name of its initial registered agent at such address is Hollins J. Hilyer.

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

Hollins J. Hilyer, 5450 Caldwell Mill Road, Birmingham, Alabama 35043;

Norma J. Hilyer, 5450 Caldwell Mill Road, Birmingham, Alabama.

EIGHTH: The name and address of each incorporator is:

Hollins J. Hilyer, Route 2, Box 20 C, Calera, Ala. 35040

Norma J. Hilyer, Route 2, box 20 C, Calera, Ala. 35040

NINTH: The names and addresses of the initial officers of the corporation are as follows:

President: Hollins J. Hilyer - 5450 Caldwell Mill Road,
Birmingham, Alabama 35043;

Vice-President: Norma J. Hilyer - 5450 Caldwell Mill Road,
Birmingham, Alabama 35043;

Secretary: Effie Brewer - Route 2, Box 20 C, Calera,
Alabama 35040;

Treasurer: Norma J. Hilyer - 5450 Caldwell Mill Road,
Birmingham, Alabama 35043.

TENTH: (A) The Board of Directors shall have power to alter, amend and repeal the by-laws of the Corporation or adopt new by-laws for the corporation at any regular or special meeting of the Board, provided that the Board of Directors may not alter, amend, or repeal any by-law which establishes the number of directors, the time or place of stockholders' meeting, or what constitutes a quorum at such stockholders' meetings, or which was adopted by the stockholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors.

(B) The stockholders may alter, amend, repeal the by-laws of the Corporation or adopt new by-laws for the Corporation at any annual meeting or at a special meeting called for the purpose, and all by-laws made by the directors may be altered or repealed by the stockholders.

IN WITNESS WHEREOF, we, the undersigned incorporators, have hereunto set our hands and seal on this 1st day of February, 1988.

Hollins J. Hilyer (SEAL)
Incorporator

Norma J. Hilyer (SEAL)
Incorporator



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

December 23, 1987 - expires 4-22-88

Date Glen Browder

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

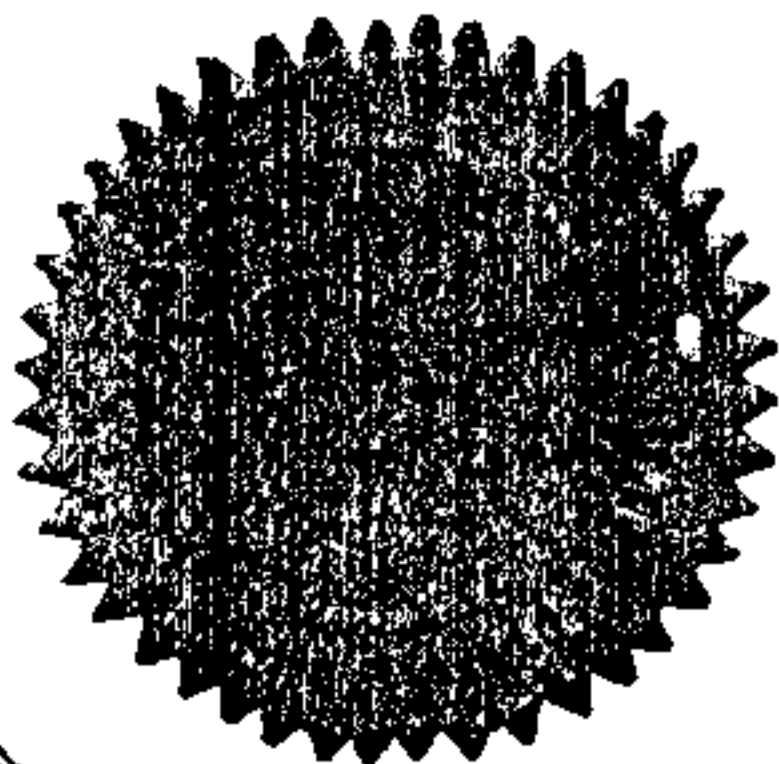
CERTIFICATE OF INCORPORATION OF

HILYER AUTO & SALVAGE, 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 Hilyer Auto & Salvage, 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 Hilyer Auto & Salvage, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of February, 19 88



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

88 FEB -5 AM 11:06

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

1. Recording Fee \$ 35.00

2. Indexing Fee 1.00

TOTAL 36.00