

4543

ARTICLES OF INCORPORATION
OF
QUALITY TRUCK & AUTO SALES, INC.

KNOW ALL MEN BY THESE PRESENTS: That I, the undersigned incorporator, desires to form a corporation under the Code of Alabama and adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation shall be Quality Truck & Auto Sales, Inc.

ARTICLE II

(1) The purpose or purposes for which this corporation is formed are to engage in the business to buy, sell, lease, trade, swap, exchange, or otherwise deal in automobiles, trucks, other automotive vehicles including accessories and appurtenances thereto and to do any and all other things necessary or desirable in and about the conduct of said business.

(2) To do and engage in any business which a natural person can do.

(3) To manufacturer, purchase or otherwise acquire, own, pledge, sell assign and transfer, or otherwise dispose of, and invest, trade and deal in and with goods, wares and merchandize of every class and description, whether or not the same specifically pertain to the classes of business above specified.

(4) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, country, state, body politic or government or colony or dependency thereof.

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

(6) To purchase, acquire, hold, subdivide, develop and operate real estate, to erect buildings thereon and to sell, lease, maintain, own, repair, and operate such properties.

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Castello & Scott

(7) To borrow and lend money and to give or take security therefore by way of mortgage, pledge, transfer or assignment of real or personal property of every nature.

(8) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip or other securities, or evidence of indebtedness, and to hold, sell, transfer or reissue the same.

(9) Generally to purchase, take or lease, or exchange, hire, or otherwise acquire any real and personal property or any rights or privileges therein, which this corporation may think necessary or convenient for the purposes of its business, and to buy, own and hold real property for the purpose of securing debts due the corporation, and to sell and dispose of the same at will, and to make any and all necessary instruments of conveyance therefor.

(10) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or other purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise.

(11) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing herein contained is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches.

The foregoing clauses shall be construed as objects and purposes of the 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 powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

ARTICLE III

The location and mailing address of the initial registered office of the corporation is 2994 Highway 31 South, Pelham, Alabama, and the name of its initial registered agent at such address is Mary Burton.

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ARTICLE IV

The amount of the total authorized capital stock of this corporation shall be \$1,000.00 divided into 1,000 shares with a par value of \$1.00 per share.

The amount of total authorized stock with which this corporation shall begin business shall be \$1,000.00 divided into 1,000 shares with a par value of \$1.00 per share, all of said shares of stock being paid for by the subscriber therefor in U.S. Currency, said stock being issued as shown by the subscription list hereto attached and marked Exhibit 'A'.

ARTICLE V

The name and address of the officer and agent designated by the incorporator to receive subscriptions to the capital stock of this corporation is Mary Burton, 80 Lakeshore Drive, Birmingham, Alabama 35209.

ARTICLE VI

The name and post office address of the incorporator and the number of shares subscribed and paid for by her are as follows:

NAME	ADDRESS	SHARES
Mary Burton	80 Lakeshore Drive Birmingham, AL 35209	1,000

ARTICLE VII

The name and post office address of the officers of the corporation chosen for the first year are as follows:

NAME	OFFICE	ADDRESS
Dale Wade	President	1849 Glendmere Dr. Vestavia, AL 35216

Diane Wade	Vice-President	1849 Glendmere Dr. Vestavia, AL 35216
Mary Burton	Vice-President	80 Lakeshore Drive Birmingham, AL 35209
Archie P. Burton	Secretary/ Treasurer	80 Lakeshore Drive Birmingham, AL 35209

ARTICLE VIII

The name and post office address of the directors of the corporation chosen for the first year are as follows:

Dale Wade	Chairman	1849 Glendmere Dr. Vestavia, AL 35216
Diane Wade	Member	1849 Glendmere Dr. Vestavia, AL 35216
Mary Burton	Member	80 Lakeshore Drive Birmingham, AL 35209
Archie P. Burton	Member	80 Lakeshore Drive Birmingham, AL 35209

ARTICLE IX

The duration of this corporation shall be perpetual.

ARTICLE X

The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by these Articles of Incorporation, or by By-Laws adopted in amendment thereto.

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 stockholders.

(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 payments 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 judgment 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 foregoing and in addition to the powers and authorities expressly conferred by statute.



Mary Burton, Incorporator

EXHIBIT "A"

All of the 1,000 shares of stock subscribed for by the subscriber listed below are issued and hereby declared to be fully paid stock, payment therefor having been made by U. S. Currency for the number of shares set forth opposite the name of the subscriber hereinbelow:

NAME	NO. OF SHARES	ADDRESS	DOLLARS
Mary Burton	1,000	80 Lakeshore Drive Birmingham, AL 35209	\$1000.00

STATE OF ALABAMA :

JEFFERSON COUNTY :

Before me, the undersigned authority in and for said County and State, personally appeared Mary Burton, who, being by me first duly sworn, deposes and says that she is the agent of Quality Truck & Auto Sales, Inc., designed by the incorporator to receive subscriptions to the capital stock of said corporation; that the foregoing is a true and correct list of the subscriptions to the capital stock of said corporation, together with the number of share subscribed for, and that the subscription for the said stockholder has been paid for as shown therein.

Mary Burton
Mary Burton, Incorporator

Subscribed and sworn to before me this the 13th day of October, 1989.

[Signature]
Notary Public

This instrument prepared by:

COSTELLO & STOTT
3716 South 5th Avenue
Birmingham, Alabama 35222



OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Quality Truck & Auto Sales, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Quality Truck & Auto Sales, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Leo Costell, 3716 S 5th Ave, Birmingham, AL 35222 for a period of one hundred twenty days beginning September 18, 1989 and expiring January 17, 1990.

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 September 18, 1989.

Certificate
Number
NR12346252

Perry A. Hand
Secretary of State

State of Alabama

Shelby

County

CERTIFICATE OF INCORPORATION OF

Quality Truck & Auto Sales, 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 Quality Truck & Auto Sales, 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 Quality Truck & Auto Sales, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 27th day of October, 19 89

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

Thomas A. Howland, Jr.
Judge of Probate

89 OCT 27 PM 2:50

Thomas A. Howland, Jr.
JUDGE OF PROBATE

Rec 35.00
Jud 3.00
38.00