

4426

ARTICLES OF INCORPORATION
OF
BOYD'S CLASSIC CHEVY PARTS, INC.

The undersigned acting a incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is BOYD'S CLASSIC CHEVY PARTS, INC.

SECOND: The period of its duration is perpetual.

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

(a) to supply parts for the restoration or modification of classic chevrolet automobiles.

(b) to make contracts, guarantees, and indemnity agreements and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage, pledge of, or creation of security interests in any of its obligations by

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J. Wayne Carney
P. O. Drawer D

mortgage, pledge of, or creation of security interests in any of its property or any interest therein.

(c) To conduct its business, carry on its operations and have offices and exercise its powers within or without the State of Alabama.

(d) To have and exercise all powers necessary or convenient to effect its purposes.

(e) To transact any and all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act.

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The foregoing clauses in this paragraph shall be construed as objects and purposes of the corporation in addition to any 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.

FOURTH: The aggregate number of shares which the corporation shall have the authority to issue is One Thousand (1,000) shares of common stock with a par value of one (\$1.00) dollar per share.


FIFTH: The corporation shall have the authority to apply to the Internal Revenue Service for treatment as a "Subchapter S" corporation.

SIXTH: The address of the initial registered office of the corporation is 601 Highway 63, Calera, Alabama 35040, and the name of its initial registered agent at such address is VIRGINIA F. BOYD.

SEVENTH: The number of directors constituting the initial Board of Directors of the corporation is one (1) and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until her successor or successors are elected and shall qualify is VIRGINIA F. BOYD, 601 Highway 63, Calera, Alabama 35040.

EIGHTH: The name and address of the incorporator is VIRGINIA FRAN BOYD, 601 Highway 63, Calera, Alabama 35040.

Dated this the 30th day of August, 1991.


VIRGINIA F. BOYD
Incorporator

This instrument was prepared by:

V. Wayne Causey
Attorney at Law
P. O. Drawer D
Calera, Alabama 35040
(205) 668-0753

EXHIBIT "A"

SUBSCRIPTION LIST TO CAPITAL STOCK OF BOYD'S CLASSIC CHEVY PARTS,
INC.

STATE OF ALABAMA

COUNTY OF SHELBY

I, the undersigned, do hereby subscribe for and agree to take and pay for in cash and/or contributions to capital assets, the amount of stock set opposite my name, said stock to be issued by an Alabama corporation to be styled "BOYD'S CLASSIC CHEVY PARTS, INC." and with its principal office to be located in Shelby County, Alabama, it being further understood and agreed by me that said stock will be paid for by the undersigned incorporator of said Alabama corporation upon the formation of the same.

Common stock is One (\$1.00) Dollar per share.

NAME OF SUBSCRIBER	NO OF SHARES OF COMMON STOCK SUBSCRIBED FOR	CONSIDERATION
VIRGINIA F. BOYD	500	\$500.00
VERNON LEE BOYD	500	\$500.00

Done this 30th day of August, 1991.

Virginia F. Boyd
VIRGINIA F. BOYD

Vernon L. Boyd
VERNON LEE BOYD

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VERIFIED STATEMENT RELATIVE TO SUBSCRIPTION TO CAPITAL STOCK OF
BOYD'S CLASSIC CHEVY PARTS, INC.

STATE OF ALABAMA
COUNTY OF SHELBY

Before me, the undersigned, a Notary Public in and for
said County and State, personally appeared VIRGINIA F. BOYD, who,
being first duly sworn, deposes and says as follows:

That she is the agent or person designated by the
incorporator of BOYD'S CLASSIC CHEVY PARTS, INC., a proposed
corporation, to receive the subscriptions to the capital stock of
said corporation.

That, as shown by the subscription list attached hereto
and marked as Exhibit "A", the amount of the capital stock paid in
is One Thousand and No/100 (\$1,000.00) Dollars, which said amount
is more than the minimum amount required by law.

That the said VIRGINIA F. BOYD, as agent for the said
incorporator, has been paid in cash and/or contributions to the
capital assets and none of the capital stock subscribed has been
paid in by contracts in writing calling for the performance of
stipulated labor or services.

STATE OF ALABAMA
COUNTY OF SHELBY

Virginia F. Boyd
VIRGINIA F. BOYD

Sworn to and subscribed before me on this 30th day of
August, 1991.

Notary Public
My Commission EXPIRES 6-2-95

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STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

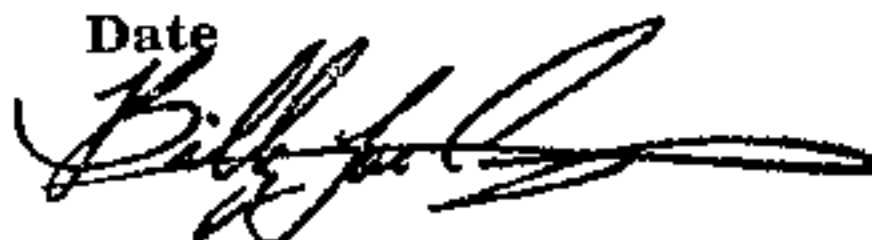
Boyd's Classic Chevy Parts, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of V Wayne Causey, P O Drawer D, Calera, AL 35040 for a period of one hundred twenty days beginning August 9, 1991 and expiring December 8, 1991.

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.

August 9, 1991

Date



Billy Joe Camp

Secretary of State



State of Alabama

SHELBY

County

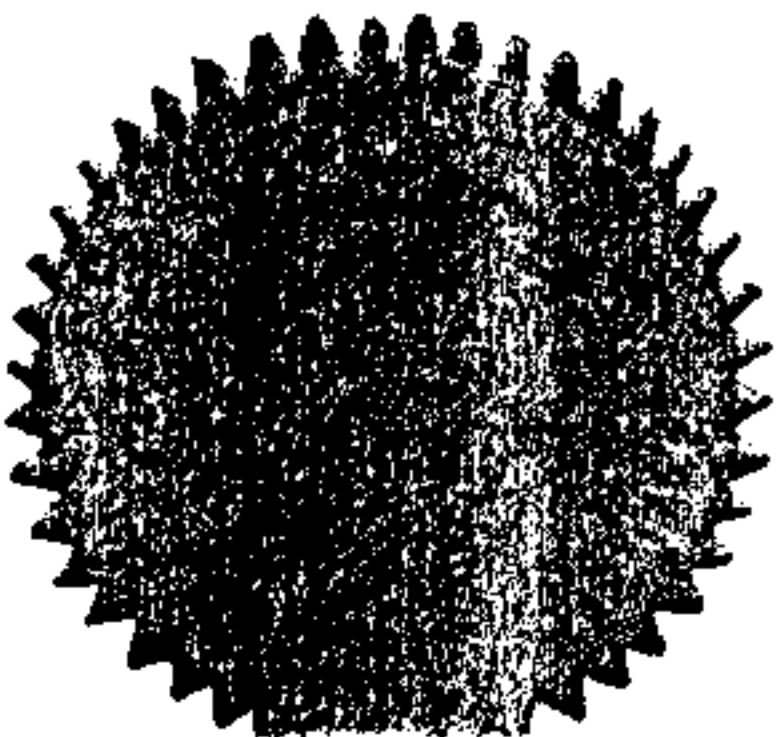
CERTIFICATE OF INCORPORATION OF

BOYD'S CLASSIC CHEVY PARTS, 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 BOYD'S CLASSIC CHEVY PARTS, 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 BOYD'S CLASSIC CHEVY PARTS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of AUGUST, 19 91.



STATE OF ALABAMA
I CERTIFY THIS
INSTRUMENT WAS FILED

Thomas A. Snowden, Jr.
Judge of Probate

91 AUG 30 AM 11:58

JUDGE OF PROBATE

*Recd 35.00
Jud 3.00
38.00*