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ARTICLES OF INCORPORATION
AND
CERTIFICATE OF INCORPORATION
OF
ALABAMA R.V., INC.

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

The undersigned, Mark Creel, and Ronald A. Drake, who are both over the age of 21 years, and who desire to organize a body corporate under the laws of the State of Alabama, and being subscribers to the capital stock of the corporation hereby organize, make, sign and file this Certificate of Incorporation as follows:

1. The name of the corporation is ALABAMA R.V., INC., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The corporation is a close corporation, organized pursuant to Code of Alabama, Section 10-2A-300, et seq.

3. The period of duration for the corporation is perpetual.

4. The objects and purposes for which the corporation is formed are:

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A. To conduct and operate a corporation for the business of buying, selling, repairing, manufacturing, rebuilding, designing, either on a wholesale or retail basis, new or used motor homes, travel trailers, mobile homes, automobiles, trucks, tractors, trailers, and/or deal in any and all new or used parts for any of said vehicles or equipment, or any other product not inconsistent with the purpose of this corporation, and to do such other things as may be necessary and incidental to the carrying on of such business, including the buying and owning of the necessary tools and equipment for said business and the buying, leasing, holding, selling and conveying of real estate necessary or proper in connection with said business. Generally, to carry on and undertake any business, undertaking, transaction or operation commonly carried on or undertaken by such business.

B. To make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above.

C. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes hereinafter set forth, and to do all other things incidental thereto or connected therewith, which are not forbidden by statute or by these Articles of Incorporation.

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D. To carry out the purposes hereinabove set forth in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district or possession of the United States, or foreign country, in which one or more of such purposes as are not forbidden by the law thereof in any certificate for application to do business in such state, territory, district or possession of the United States, or foreign country.

E. 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.

5. The location of the principal office of the corporation shall be 1041 Highway 52, Maylene, Alabama 35114.

6. The amount of total authorized capital stock of the corporation shall be \$2,000, divided into 200 shares of common stock having a par value of \$10.00 per share. The amount of paid

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in stock with which the corporation shall begin business shall be \$2,000, contributed as follows:

A. Stockholder Mark Creel shall be the holder and owner of 100 shares of common stock, which have been paid for by his contribution of \$1,000 value of tools and equipment into the corporation; and

B. Stockholder Ronald A. Drake shall be the holder and owner of 100 shares of common stock, which have been paid for in lawful currency in the amount of \$1,000, paid by him.

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BOOK The holder or holders of said shares of stock or any other securities issued by the corporation shall, prior to transfer of such shares or securities, offer to the corporation or to any other holders of securities of the corporation or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the corporation's books, and in accord with the Stockholders' Agreement executed contemporaneously herewith.

7. The names and addresses of the incorporators and the number of shares subscribed by each are as follows:

Mark Creel
2303 Hillview Road
Bessemer, AL 35023

100

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Ronald A. Drake
1130 County Road 185
Jemison, AL 35085

100

8. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize and equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

9. The corporate powers shall be exercised by the shareholders of the corporation, except as otherwise provided by statute or by this Certificate of Incorporation.

10. The initial registered office of the corporation is 1041 Highway 52, Maylene, Alabama 35114.

11. The initial registered agent for the corporation shall be Mark Creel.

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12. The name and address of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

Mark Creel
2303 Hillview Road
Bessemer, AL 35023

President

Ronald A. Drake
1130 County Road 185
Jemison, AL 35085

Vice President/Treasurer

13. Attached hereto, marked Exhibit "A" and made a part hereof, is a copy of the subscription list to the capital stock of said corporation showing the amount of capital stock subscribed for by the said incorporation and the manner in which such subscription is provided to be discharged.

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their names to this Certificate of Incorporation this the 28 day of February, 1992.

Mark Creel
MARK CREEL

Ronald A. Drake
RONALD A. DRAKE

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EXHIBIT "A"
SUBSCRIPTION LIST TO THE CAPITAL STOCK
OF
ALABAMA R.V., INC.
A CLOSE CORPORATION

The undersigned, do subscribe for and agree to pay for the number of shares of common capital stock of Alabama R.V., Inc., a close corporation, proposed to be organized under the laws of the State of Alabama, as set opposite his name hereunder and to pay therefor in the following manner:

<u>NAME</u>	<u>NO. OF SHARES</u>	<u>MANNER OF PAYMENT</u>
Mark Creel	100	\$1,000 value tools and equipment
Ronald A. Drake	100	\$1,000 cash

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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:

Alabama R.V., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of William E. Swatek, P O Box 1801, Alabaster, AL 35007 for a period of one hundred twenty days beginning February 3, 1992 and expiring June 3, 1992.

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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.

February 3, 1992

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF ALABAMA R.V., 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 ALABAMA R.V., 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 ALABAMA R.V., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 3rd day of MARCH, 1992.

CLERK OF ALA. SHELBY
I CERTIFY THIS
DOCUMENT WAS FILED

92 MAR -3. PM 3:41

JUDGE OF PROBATE

Thomas A. Snowden Jr.

Judge of Probate

Rec 35.00
Jud 3.00
38.00

