

articles

ARTICLES OF INCORPORATION
OF

S & L WALLACE ENTERPRISES, INC.

1. The name of the corporation is S & L WALLACE ENTERPRISES, INC.

2. The period of its duration is perpetual.

3. The purpose or purposes for which the corporation is organized are the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Corporation Act, including, but not limited to:

(a) Repair and maintenance of motor vehicles.

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

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

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

(e) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary to 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.

4. The aggregate number of shares of capital stock which the corporation shall have authority to issue is One Hundred (100)

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Inst # 1997-03904

shares of common stock, par value of one dollar (\$1.00) per share.

5. The location and mailing address of the initial registered office of the corporation is 110 Brook Hollow Way Pelham, AL 35124 and the name of the initial registered agent at such address is Steve Wallace.

6. The number of directors constituting the initial Board of Directors of the corporation is two, and the name and address of the person who is to serve as the sole director until the first annual meeting of shareholders and until his successor is elected and shall qualify is as follows:

Name	Address
Steve Wallace	110 Brook Hollow Way Pelham, Alabama 35007
Laura Wallace	110 Brook Hollow Way Pelham, Alabama 35007

7. The name and address of the incorporator(s) of the corporation is Steve and Laura Wallace 110 Brook Hollow Way Pelham, Alabama 35124.

8. Each shareholder shall have a preemptive right to purchase shares of any class of capital stock of the corporation, including treasury shares.

9. The corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the corporation available therefor.


10. The corporation shall have and may exercise any and all powers which a corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefor, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage or obligation of any other corporation or association, domestic or foreign, or of any firm, partnership,

joint venture, or other person whatsoever, in which this corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth or the corporations, associations or persons involved, and of the relative amounts of obligations involved, this corporation shall be deemed to have a lawful interest in any corporation, association or person (A) which owns stock in this corporation; or (B) which owns stock in another corporation, which owns stock in this corporation; or (C) in which this corporation owns stock; or (D) in which another corporation owns stock in this corporation, or (E) in which any one or more persons who own stock in this corporation, or (F) which or who has entered into any contractual arrangement pursuant to which any such corporation or person undertakes corresponding or like obligations of endorsement, guarantee or suretyship with respect to all or any such obligations, evidences of indebtedness, or contracts of this corporation, or which may engage with this corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.

The undersigned, acting as incorporator of the corporation named herein in accordance with the Alabama Business Corporation Act, executes these Articles of Incorporation this 4th day of February, 1997:



Steve Wallace



Laura Wallace

STATE OF ALABAMA

I, **Jim Bennett**, 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 10-2B-4.02, 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:

S&L Wallace Enterprises, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John McBrayer, PO Box 177, Pelham, AL 35124 for a period of one hundred twenty days beginning December 6, 1996 and expiring April 6, 1997.



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 6, 1996

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive, flowing style.

Jim Bennett

Secretary of State

Inst # 1997-03904

02/06/1997-03904
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