

ARTICLES OF INCORPORATION

OF

I-65 MOTORS, INC.

STATE OF ALABAMA )

JEFFERSON COUNTY )

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

Inst # 2001-32762  
08/06/2001-32762  
12:58 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 CH 105.00

The undersigned, acting as the incorporator of a corporation under the Code of Alabama adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name and style of the proposed corporation is "I-65 Motors, Inc."

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

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

- (a) To operate and engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and the purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles and to perform all acts necessary and proper to carry on such business.

b) To purchase, to receive by way of gift, subscribe for, invest in, and in all other ways acquire, import, lease, possess, maintain, handle on consignment, own, hold for investment or otherwise use, enjoy, exercise, operate, manage, conduct, perform, make, borrow, guarantee, contract in respect of, trade and deal, in sell, exchange, let, lend, export, mortgage, pledge, deed in trust, hypothecate, encumber, transfer, assign and in all other ways dispose of, design, develop, invent, improve, equip, repair, alter, fabricate, assemble, build, construct, operate, manufacture, plant, cultivate, produce, market, and in all other ways (whether like or unlike any of the foregoing), deal in and with property of every kind and character, real, personal or mixed, tangible or intangible, wherever situated and however held, including, but not limited to, money, credits, choses in action, securities, stocks, bonds, warrants, scrip, certificates, debentures, mortgages, notes, commercial paper and other obligations and evidences of interest in or indebtedness of any person, firm or corporation, foreign or domestic, or of any government or subdivision or agency thereof, documents of title, and accompanying rights, and every kind and character of personal property, real property (improved or unimproved), and the products and avails thereof, and every character of interest therein and appurtenances thereto, including, but not limited to, mineral, oil, gas and water rights, all or any part of any going business and its incidents, franchises, subsidiaries, charters, concessions, grants, rights, powers or privileges, granted or conferred by any government or subdivision or agency thereof, and any interest in or part of any of the

foregoing and to exercise in respect thereof all of the rights, powers, privileges, and immunities of individual owners or holders thereof.

(c) To hire and employ agents, servants and employees, and to enter into agreements of employment and collective bargaining agreements, and to act as agent, contractor, trustee, factor or otherwise, either alone or in company with others.

(d) To promote or aid in any manner, financially or otherwise, any person, firm, association or corporation, and to guarantee contracts and other obligations.

(e) To let concessions to others to do any of the things that this corporation is empowered to do and to enter into, make, perform and carry out, contracts and arrangements of every kind and character with any person, firm, association or corporation, or any government or authority or subdivision or agency thereof.

(f) To carry on the business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interest of this corporation and to do all things specified in Title 10-2B-3.02 of the Code of Alabama, 1975, as amended, and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at any time hereafter be amended, and to do any and all things hereinabove set forth and to the same extent and as fully as natural persons might or could do, either alone or in connection with other

persons, firms, associations, or corporations, and in any part of the world.

(g) To take, own, hold, deal in, mortgage or otherwise encumber, and to purchase, sell, lease, exchange, transfer or in any manner whatever dispose of any real property and personal property or choses in action within or without the State of Alabama.

(h) To borrow money and to give as security therefor any property, real, personal or mixed, owned by the corporation, or in which the corporation has any interest.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, shall be liberally construed in aid of the powers of this corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, be in no way limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the purposes and powers stated shall be construed distributively as such object expresses and the enumeration as to specific powers shall not be construed as to limit in any manner the aforesaid general powers, but are in furtherance of, and in addition to and not in limitation of said general powers.

#### ARTICLE IV

The aggregate number of shares of stock which the corporation shall have authority to issue is One Thousand (1,000) of the par value of Ten and NO/100 (\$10.00) Dollars each, and the corporation shall begin business with the issuance of One Hundred (100) shares of common stock with a total capital of One Thousand and No/100

(\$1,000.00) Dollars.

**ARTICLE V**

The dates of which the stockholders annual meeting shall be held, the number of directors and their terms of office and the terms of office of the officers and their duties and powers shall be fixed by the By-laws of the corporation. Officers may be created by the By-laws of the Corporation and filled by the Board of Directors. The corporation shall have the power to make By-laws for the government and regulation of the corporation, its agents, servants, officers and employees.

**ARTICLE VI**

The address of the initial registered office of the corporation is 916 1st Street South, Alabaster, Alabama 35007 and the name of its initial registered agent at its address is Ed Cates.

**ARTICLE VII**

The number of Directors consisting 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 shareholders or until his successor is elected and qualified is:

Ed Cates	916 1st Street South Alabaster, Alabama 35007
----------	--

The name and address of the incorporator is:

Ed Cates	916 1st Street South Alabaster, Alabama 35007
----------	--

IN WITNESS WHEREOF, the undersigned incorporator has  
subscribed his name to these Articles of Incorporation on this  
1<sup>st</sup> day of August, 2001.

  
Ed Cates

**PREPARED BY:**

ANTHONY D. SNABLE  
ATTORNEY AT LAW  
1629 11th Avenue South  
Birmingham, Alabama 35205  
Telephone: (205) 939-0780

# 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:

I-65 Motors, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Tony Snable, 1629 11th Ave S, Birmingham, AL 35205 for a period of one hundred twenty days beginning July 23, 2001 and expiring November 21, 2001.

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.

July 23, 2001



Date

Jim Bennett

Secretary of State

Inst # 2001-32762

08/06/2001-32762  
12:58 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
008 CH 105.00