

Prepared by: Patrick E. Kennedy  
Attorney at Law  
230 Bearden Road  
Pelham, AL 35124  
205/664-9399

STATE OF ALABAMA  
SHELBY COUNTY

**ARTICLES OF INCORPORATION  
OF  
RPN MOTORS, INC.**

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporation Act, hereby adopt the following articles of incorporation:

**ARTICLE I  
NAME**

The name of the Corporation shall be:

**“RPN MOTORS, INC.”**

**ARTICLE II  
PURPOSES**

The purposes for which this Corporation is formed are:

- a) To engage in the purchase, sell, lease, and maintenance of automobiles.
- b) To engage in any other transaction of any or all lawful business for which corporations may be organized under the Alabama Business Corporation Act.
- c) To do any and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the benefit of the Corporation.

The foregoing clauses shall be construed as purposes for which the Corporation is organized, in addition to those powers specifically conferred upon the Corporation by law, and 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**  
**LOCATION AND MAILING ADDRESS OF**  
**INITIAL REGISTERED OFFICE AND**  
**NAME OF INITIAL REGISTERED AGENT**

The location and mailing address of the initial registered office of the Corporation shall be:

Location: 130 1<sup>st</sup> Street S.  
Alabaster, Alabama 35007

Mailing Address: 130 1<sup>st</sup> Street S.  
Alabaster, Alabama 35007

The name of the Corporation's initial registered agent at said address shall be **Roberto Antonio Escobar**.

**ARTICLE IV**  
**AUTHORIZED CAPITAL SHARES**

- a) The total number of shares which the Corporation shall have authority to issue is One Hundred (100) share of common of the par value of One and No/1 00 Dollars (\$1.00) per share, and consisting of such one class only.
- b) Each outstanding share shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders. Such vote may be cast in person or by proxy. No proxy shall be valid after eleven (11) months from the date of its execution unless otherwise provided in the proxy.
- c) Except as herein otherwise provided, the shares of the Corporation may be sold, assigned and transferred without limitation.
- d) The Corporation may purchase, take, receive, or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares. The Corporation may purchase or otherwise acquire its own shares for the purpose, among others, of (i) eliminating fractional shares; and (ii) collecting or compromising indebtedness to the Corporation.
- e) No person shall have the power to bind the Corporation within the scope of the business of the Corporation merely by virtue of his being a





20061219000617720 3/7 \$95.00  
Shelby Cnty Judge of Probate, AL  
12/19/2006 01:30:27PM FILED/CERT

shareholder of the Corporation.

- f) Shareholders of the Corporation shall not be liable for the debts of, or claims against, the Corporation unless any such shareholder has personally participated in the transaction for which any debt or claim is made or out of which it may arise.
- g) No shareholder shall have any preemptive right to purchase any proportion of any shares of the Corporation, including treasury shares, that may be issued or sold by the Company.

## **ARTICLE V**

### **NAME AND ADDRESS OF INCORPORATORS**

The name and address of the incorporators are as follows:

#### **NAME**

#### **ADDRESS**

ROBERTO ANTONIO ESCOBAR

3017 Arbor Bend  
Hoover, Alabama 35244

REYNALDO E. ESCOBAR

612 King Valley Circle  
Pelham, Alabama 35124

## **ARTICLE VI**

### **INITIAL BOARD OF DIRECTORS**

- a) The name and address of the person who is to serve as Director until the first annual meeting of shareholders, or until a successor is elected and qualified, is as follows:

#### **NAME**

#### **ADDRESS**

ROBERTO ANTONIO ESCOBAR

3017 Arbor Bend  
Hoover, Alabama 35244

REYNALDO E. ESCOBAR

612 King Valley Circle  
Pelham, Alabama 35124

- b) A member of the Board of Directors need not be a shareholder of the Corporation.

## **ARTICLE VII**

### **OFFICERS**

- a) The officers of the Corporation shall include a President and a Secretary, and such other officers as may be required by law or as the Board of Directors may from time to time determine. Any one person may serve in more than one office, where not otherwise prohibited by law.
- b) The officers of the Corporation need not be members of the Board of Directors except that the President shall be a member of the Board of Directors.

## **ARTICLE VIII**

### **DURATION**

- a) The duration of the Corporation shall be perpetual; provided, however, that the Corporation may be dissolved by an affirmative vote of two-thirds of the issued and outstanding shares of the Corporation (excluding all unissued shares or shares reacquired by the Corporation) at a special meeting of the shareholders called for that purpose.
- b) This Corporation shall continue as a separate entity independent of its shareholders for all purposes during the period of time provided in paragraph (a) of the ARTICLE VIII and shall continue notwithstanding the death, insanity, incompetence, conviction for a felony, resignation, withdrawal, transfer of shares, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of any other event which under the laws of the State of Alabama and under like circumstances would work a dissolution of a partnership, it being the aim and intention hereof that this Corporation shall have continuity of life independent of the life or status of its shareholders. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind, nature or description.
- c) Neither the estate nor the legal representative of any deceased, insane or incompetent shareholder, or any shareholder who shall in any manner whatsoever transfer his ownership in shares of the Corporation shall have any right, title or interest whatsoever in the good will, if any, or any other property owned by the Corporation.

## **ARTICLE IX**

### **PURCHASE PRICE OF SHARES**

The price at which the Corporation or its shareholders may purchase, or be obligated to purchase, the shares of the Corporation of a deceased, retired,



expelled or disqualified shareholder and the price at which such deceased, retired, expelled or disqualified shareholder shall be required to sell his shares to the Corporation, or its other shareholders, shall be fixed by the Bylaws of the Corporation. The particular Bylaw or Bylaws of the Corporation governing the foregoing may be in the form of an agreement between the Corporation and all of the present shareholders and their heirs, executors, administrators, successors and assigns, and such Bylaw or Bylaws may only be amended by the unanimous agreement of the Corporation and all of the shareholders who are parties to such agreement. In the event that the Bylaws of the Corporation shall not fix the price at which such sale and purchase shall be made as aforesaid, then the price for such share or shares of the Corporation shall be the book value thereof at the end of the month immediately preceding the death of, or disqualification of the shareholder. Book value shall be determined by an independent certified accountant employed for such purpose, from the books and records of the Corporation by the regular method of accounting employed by the Corporation. The determination by the certified public accountant of book value shall be conclusive on the Corporation and its shareholders.

## **ARTICLE X**

### **RIGHT TO AMEND PROVISIONS IN ARTICLES**

The Corporation reserves the right from time to time to amend, alter or repeal each and every provision contained in these Articles of Incorporation or to add one or more additional provisions, in the manner now or hereafter prescribed or permitted by the Alabama Business Corporation Act, and all rights conferred upon shareholders at any time are granted subject to this reservation.

## **ARTICLE XI**

### **CONSTRUCTION OF ARTICLES**

The Corporation shall be governed generally by the laws of the State of Alabama governing or applicable to corporations, including, but not limited to, the Alabama Business Corporation Act.

## **ARTICLE XII**

### **LIMITATION OF LIABILITY**

A director of the Corporation shall not be liable to the Corporation or its shareholders for the money damages for any action taken, or any failure to take action, as a director, except for (i) the amount of financial benefit received by such director to which such director is not entitled; (ii) an intentional infliction of harm by such director on the Corporation or its shareholders; (iii) a



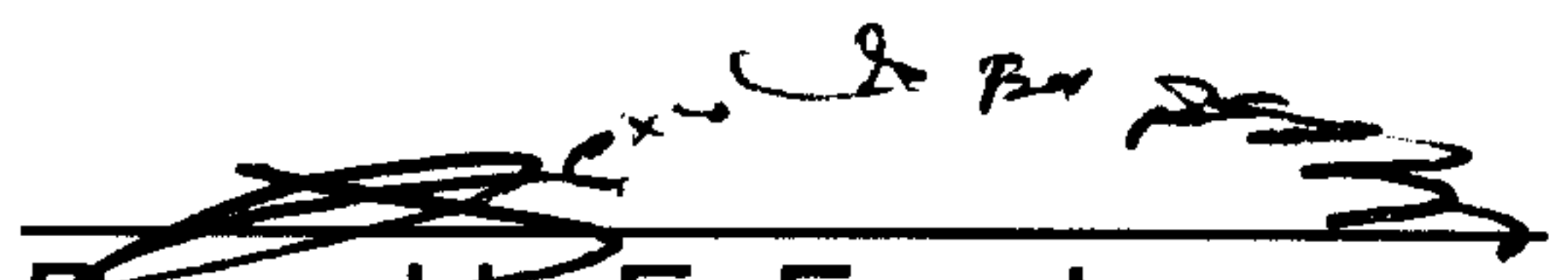
violation of Section 10-2B-8.33 of the Code of Alabama of 1975 or any successor provision to such section; (iv) an intentional violation by such director of criminal law; or (v) breach of such director's duty of loyalty to the Corporation or its shareholders. If the Alabama Business Corporation Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Alabama Business Corporation Act, as amended, or any successor statute thereto. The limitation on the liability of directors of the Corporation contained herein shall apply, except to the extent prohibited by law, to liabilities arising out of acts or omission occurring prior to the adoption of this Article XII. Any repeal or modification of this Article XII by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the liability of a director of the Corporation existing at the time of such repeal or modification.

### **ARTICLE XIII**

#### **SUBCHAPTER S ELECTION**

The Corporation shall file the documents necessary to qualify the Corporation as an S Corporation under Subchapter S of the Internal Revenue Code and the Shareholders agree to execute the documents necessary to obtain such qualification. The Subchapter S election shall be terminated or revoked only upon the affirmative vote or written consent of the majority of the holders of outstanding shares of the Corporation, and the Shareholders shall not execute documents revoking the Subchapter S qualification unless such vote or consent is first obtained. Each Shareholder agrees not to transfer her shares, other than as provided in this agreement, voluntarily or by operation of law (including transfers caused by her death or legal incapacity), or otherwise cause the Subchapter S election to be terminated or revoked. The Corporation shall not unfairly withhold corporate earnings or distributions from any shareholder and shall not terminate the employment of any shareholder, except as otherwise provided in this Agreement.

IN WITNESS WHEREOF the undersigned has hereunto set his hand and seal on this 18<sup>th</sup> day of December, 2006.

  
Reynaldo E. Escobar

  
Roberto Antonio Escobar



Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**RPN Motors, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Patrick E Kennedy, 230 Bearden Rd, Pelham, AL 35124 for a period of one hundred twenty days beginning December 6, 2006 and expiring April 6, 2007.



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, 2006

Date

A handwritten signature in cursive script, reading 'Nancy L. Worley', written over a horizontal line.

Nancy L. Worley

Secretary of State