


**ARTICLES OF INCORPORATION
OF
T & D AUTOMOTIVE, INC.**


20090429000158460 1/3 \$95.00
Shelby Cnty Judge of Probate, AL
04/29/2009 03:22:05 PM FILED/CERT

The undersigned, acting as incorporator(s) of a corporation under the Alabama Business Corporation Act, adopt the following articles of incorporation for such corporation:

FIRST: The name of the corporation will be T & D Automotive, Inc.

SECOND: The period of its duration will be perpetual.

THIRD: The purposes for which the corporation is organized shall be as follows:

- (a) To engage in the business of automotive service and repair;
- (b) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;
- (c) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real property, or any interest therein;
- (d) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;
- (e) To borrow or raise money without limit as to amount; to sell, create security interest in, pledge, and otherwise dispose of and realize upon book accounts and other chose in action; to make, draw, accept, endorse, execute, and issue bonds, debentures, notes, or other obligations of any nature or in any manner for money borrowed or in payment for property purchased or for any other of the objects or purposes of this corporation and to secure the principal thereof and the interest thereon by mortgage upon, or creation of security interests in, all or any part of the corporation's property;
- (f) To enter into, make, perform, and carry out contracts of every sort and kind which may be necessary or convenient for the business of this corporation, or business of a similar nature, with any person, corporation, private, public or municipal body under the government of the United States or any state, territory, or possession thereof, or any foreign government so far as and to the extent that the same may be done and performed by corporations organized under the Alabama Business Corporation Act;
- (g) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency or possession of the United States, and in any foreign country;

(h) To invest and deal with the funds of this corporation in any manner as may be approved by the Board of Directors of this corporation; and

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

FOURTH: The aggregate number of shares, which the corporation shall have authority to issue, is 100 Common Stock of the par value of \$1.00.

FIFTH: The address of the initial registered office of the corporation is 3920 Cannock Drive, Birmingham, Alabama 35242, and the name of its registered agent at such address is Tim Wortmann.

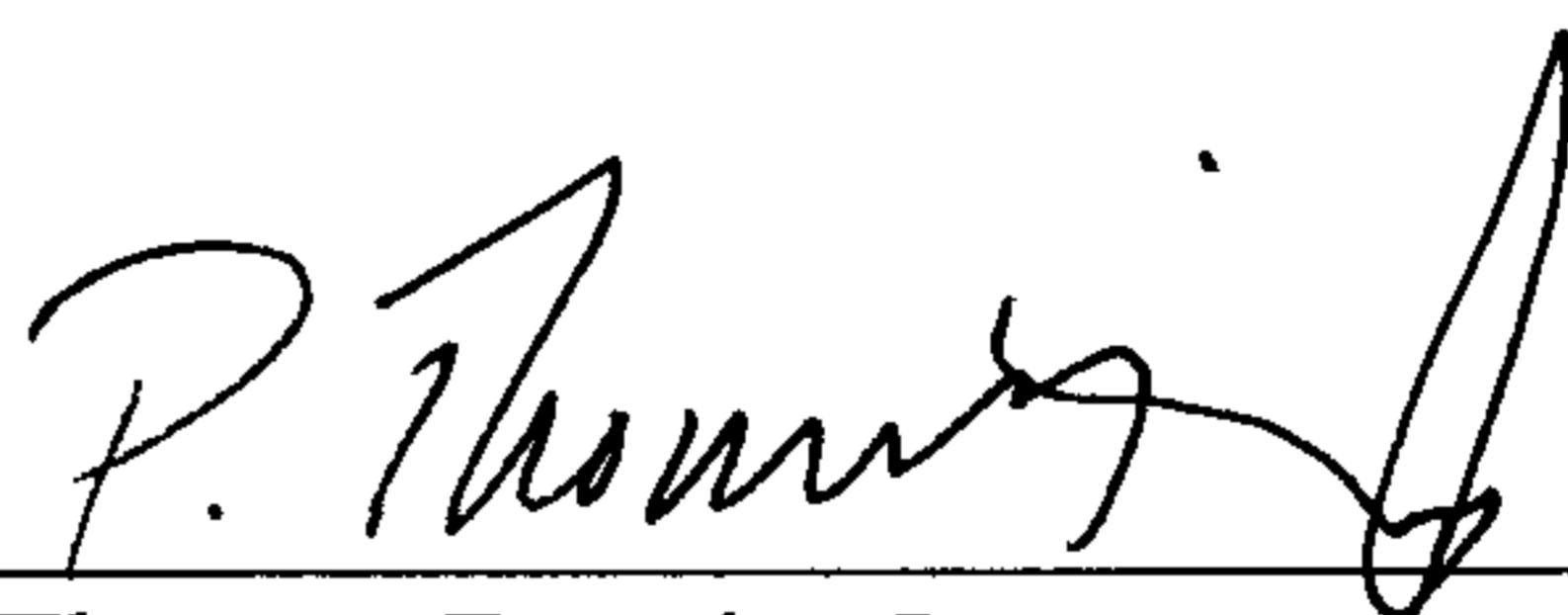
SIXTH: The number of directors constituting the initial board of directors of the corporation is two (2) and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

| <u>Name</u> | <u>Address</u> |
|--------------|--|
| Tim Wortmann | 3920 Cannock Drive Birmingham, Alabama 35242 |
| Donny Dunn | 1124 Fifth Avenue NW Alabaster, Alabama 35007 |

SEVENTH: The names and addresses of the incorporators are:

| <u>Name</u> | <u>Address</u> |
|-----------------------|--|
| P. Thomas Dazzio, Jr. | 3800 Colonnade Parkway Suite 650 Birmingham, Alabama 35243 |

Dated this 29th day of April, 2009.



P. Thomas Dazzio, Jr.

This instrument prepared by:
P. Thomas Dazzio, Jr.
**FRIEDMAN, LEAK, DAZZIO,
ZULANAS & BOWLING, P.C.**
3800 Colonnade Parkway, Suite 650
Birmingham, Alabama 35243
Telephone: (205) 278-7000



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Beth Chapman
Secretary of State

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

STATE OF ALABAMA

I, Beth Chapman, 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:

T&D Automotive, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of P. Thomas Dazzio Jr, PO BOX 43219, Birmingham, AL 35243 for a period of one hundred twenty days beginning February 25, 2009 and expiring June 26, 2009.



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 25, 2009

Date

Beth Chapman

Beth Chapman

Secretary of State