


**THIS INSTRUMENT PREPARED BY:**

John Martin Eades, Jr., Esq.  
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Alabaster, Alabama 35007

  
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Shelby Cnty Judge of Probate, AL  
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**ARTICLES OF INCORPORATION  
OF NATIONAL FINANCIAL LIQUIDATORS, INC.**

TO THE HONORABLE JUDGE OF PROBATE, SHELBY COUNTY,

ALABAMA:

The undersigned, Michael Jay Conklin, as incorporator of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST: The name of the corporation is National Financial Liquidators, Inc.

SECOND: The period of duration is perpetual.

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

(a) To engage in the business of selling automobiles and other gasoline powered vehicles and any and all other lawful trade, business or service permitted by the laws of the State of Alabama and the laws of the United States of America.

(b) To engage in the general lease, service, and sale of said services for whatever use.

(c) To develop, build, manufacture, process, compound or otherwise, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, repair or otherwise dispose of any deal in commodities and any other business approved by the board of directors.

(d) To render to other, and to engage in the business or rendering to other, consulting, advisory, administrative, industrial engineering, accounting, marketing, advertising, bookkeeping and other services of every nature, kind and character, enter similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

(e) To purchase, lease, exchange, take, receive, or otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, goodwill and rights of any

person, firm, corporation, county, state, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part of combination thereof in cash, in shares of stock, bonds, or other securities or evidence of obligations or indebtedness of this corporation or any other corporation, by assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, franchise, lease, contract, indebtedness, guarantees, liabilities and other obligations of the transferor, or by any combination of any of the foregoing: to own, hold, use, operated, manage, improve, repair reorganized or otherwise have an interest in or deal with all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest, in such properties, assets, business, good will and rights, to sell, lease, exchange, convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties, assets, business good will and rights, and in conjunction with any of the foregoing to undertake, assume or guarantee, the whole or any part of the bonds, mortgage, franchise, lease, contract, indebtedness, guarantee, liabilities and obligations of the transferor.

(f) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, obtain, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant license in respect of mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of to contract with reference to, any and all inventions, devices, systems, formulae, technical or business information, including trade secrets, intelligence, processes, improvements and modifications thereof, or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provide that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Alabama Corporation Act, or this Certificate of Incorporation and provided that the Corporation shall not vote, directly or indirectly, shares of its own stock

except as provided by said Act.

(g) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of ever kind and description.

(h) To act as agent, representative or receiver of any person, firm, corporation, county, state, country, municipality or governmental unit, department, division, agency, authority or instrumentality or in respect to any lawful undertaking or transaction.

(i) To borrow or to raise money, from time to time, without limit as to amount, to draw, make, accept, endorse, execute, issue and deliver all kinds of securities, including, but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and nonnegotiable instruments, and evidences of obligations or indebtedness: and to secure the payments and full performance of such by mortgage on, or pledge, conveyance, or the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(j) To guarantee the obligations of, and to lend its aid and credit to persons, firms, corporations, countries, states, counties, municipalities, or other government units, departments, divisions, agencies, authorities, or instrumentalities, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contracts rights, whether at the time owned or thereafter acquired.

(k) To enter into with any one or more persons, firms, corporations, countries, states, counties, municipalities or government units, departments, divisions, agencies, authorities or instrumentalities (1) any lawful arrangement from sharing profits, union of interest, reciprocal association, or cooperative association, or (2) any joint venture or limited partnership.

(l) To carry out any or all of these objects and purposes specified in the paragraph as principal or agent and along or with one or more person, firm, corporation, countries, states, counties, municipalities or government units, departments, divisions, agencies,

authorities or instrumentalities, and to execute from time to time such general or special powers of attorney as it may determine, granting such powers, as it may deem proper, and to revoke such powers of attorney as and when it may desire.

(m) In addition to the objects aforesaid, the corporation shall have the power to conduct and carry on any business or activity associated with the above described activities of said corporation.

(n) To enter into, make and perform contracts of every kind for lawful purpose without limit as to amount, with any persons, firm, association, partnership, limited partnership, corporation, municipality, county, state, territory, governmental, governmental subdivision or body politic for the purpose of carrying on the functions described in paragraphs (a) and (b) hereinabove.

(o) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries subject to the laws of such state, district, territory, possession, colony or country.

(p) To carry on any other business in connection with the foregoing.

(q) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation to the same extent as natural persons might or could do and in any part of the world as principal, factor, agent, contractor or otherwise, either alone or in conjunction with any other person, firm, association, corporation or entity of whatsoever kind and to do any powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereinafter applicable or available to this corporation.

(r) To conduct, operate, transact any and all businesses, ventures, enterprises, projects, activities that are otherwise lawful for corporations in Alabama.

(s) The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors and stockholders thereof, all 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 or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be constructed as authorizing this corporation to carry on the business of banking or that of a trust company, or the business of insurance.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is one hundred (100) shares at par value of one Dollar (\$1.00) per share. All stock shall be common and non-assessable.


FIFTH: Provisions granting preemptive rights are: None.

SIXTH: Provisions for the regulating the internal affairs of the corporation are: shall be provided for in the by-laws of the corporation to be adopted by the shareholders and directors.

SEVENTH: The address of the initial registered office of the corporation is, 1114 Elm Drive, Alabaster, Alabama 35007 the name of its initial registered agent at such address is, Michael Jay Conklin.

EIGHTH: The number of directors constituting the initial Board of Directors of the corporation is 1, but the number of Board of Directors at a regular or called meeting in accordance with the by-laws of the corporation, and the name and the address of the persons who are to serve as Directors and initial Officers until the first meeting of shareholders or until their successors are elected and shall qualify are the following individuals who also will serve as officers of the corporation and who will also be shareholders of the corporation:

<u>NAME &amp; ADDRESS</u>	<u>OFFICE</u>
Michael Jay Conklin 1114 Elm Drive Alabaster, Alabama 35007	President, Secretary, Treasurer and Chairman of the Board of Directors

  
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The name and address of each incorporator are the following individuals who will also serve as officers and directors of the corporation as specified herein:


<u>NAME &amp; ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT</u>
Michael Jay Conklin 1114 Elm Drive Alabaster, Alabama 35007	100 shares	\$100.00


IN WITNESS WHEREOF, the said incorporator has hereunto set his/her hand on this the 3<sup>rd</sup> day of November 2010.

  
MICHAEL JAY CONKLIN

STATE OF ALABAMA  
COUNTY OF SHELBY

I, the undersigned, a notary public in and for said county in said state, hereby certify that the foregoing named incorporator, Michael Jay Conklin, appeared before me on this the 3<sup>rd</sup> day of November 2010 and on oath stated that the matters contained in said Articles of Incorporation are true.

  
Notary Public, State of Alabama at Large  
My commission expires: 06/24/2011

  
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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:

**National Financial Liquidators, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Martin Eades, Jr., PO Box 307, Alabaster, AL 35007 for a period of one hundred twenty days beginning October 19, 2010 and expiring February 17, 2011.



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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.

October 19, 2010

Date

*Beth Chapman*™

Beth Chapman

Secretary of State