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CERTIFICATE OF INCORPORATION AND  
CHARTER OF  
T.A.S., INC.

STATE OF ALABAMA

SHELBY COUNTY

TO THE HONORABLE THOMAS SNOWDEN  
JUDGE OF PROBATE, SHELBY COUNTY

We the undersigned, in order to form a corporation for the purpose hereinafter stated, under and pursuant to the provisions of Title 10, Corporation, Code of Alabama 1940, Recompiles 1958, and the amendments thereto and pursuant to the Constitution and Laws of the State of Alabama, do certify and declare as follows:

ARTICLE I

The name of the proposed Corporation is

T.A.S., INC.

ARTICLE II

The objects for which this corporation is formed are to do any and all things herein set forth to the same extent as natural persons might do:

(a) To acquire and exercise all the powers given to corporations of this character under the Laws for the State of Alabama, to acquire by gift, purchase or otherwise, and to hold, own, use and dispose of any and all real, personal or mixed property or effects, or any interest therein, necessary, proper or desired.

(b) To operate a general tire, accesories and tire service, selling services, buying and selling at wholesale and retail, equipment, tools, supplies and other miscellaneous products and allied lines and stocking inventories of the same.

Eugene T. Lyda.  
H&S Grandview Trail, Warrior, AL 3518

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(c) To rent, buy sell and lease real estate for the corporation including both improved and unimproved lands.

(d) To rent, buy sell and lease trucks, tractors, trailers, tools, equipment, and any and all other kind of specialized equipment, parts, and supplies ordinarily and necessarily used in the operation of a general sales agency.

(e) To borrow or raise money and to evidence and secure the repayment thereof, together with the interest thereon, in any manner it may deem proper.

(f) To purchase, lease or to otherwise acquire any or all of the assets and business of any person, firm or corporation, including the goodwill, on such terms and conditions to it may seem wise and judicious, including the assumption of the liabilities thereof.

(g) To become the owner in any manner it see fit, including the original subscription thereto, of any stocks, bonds, securities or obligations of any other corporation, to hold, own use and dispose of the same, and while such owner to exercise all the rights or ownership, including the right to vote the same.

(h) To do and engage in any business whatsoever of any nature or kind which a natural person can do or engage in and to the same extent.

### ARTICLE III

The principal place of business of said Corporation shall be Highway 31 South, Shelby County, Pelham, Alabama with the privilege of establishing branch offices and business at other places within and without the State of Alabama.

ARTICLE IV

(a) The amount of authorized Capital Stock of said Corporation shall be 120 Shares with the proviso that the said shares shall have a par value of \$10.00 per share, and further that the said Corporation may increase its authorized Capital Stock and may provide for the issuance of preferred stock or other classes of shares and all classes of debentures.

(b) The amount of Capital Stock with which the Corporation shall commence business is One Thousand Two Hundred Dollars (1,200.00).

ARTICLE V

The name and address of the officers designated by the incorporators to receive subscriptions to the Capital Stock is Eugene T. Lyda, 485 Grandview Trail, Smoke Rise, Blount County, Alabama 35180.

ARTICLE VI

The names and Post Office Addresses of the incorporators are:

<u>NAMES</u>	<u>ADDRESSES</u>
Larry L. Lyda	546 Faith Circle Maitland, Florida 32715
Bobby R. Canant	1138 Jackson Drive Bessemer, Alabama 35023
Betty C. Blackwell	1001 2nd Ave. Pleasant Grove, Alabama 35127
Eugene T. Lyda	485 Grandview Trail Warrior, Alabama 35180

(a) and the number of shares of Capital Stock for which we severally subscribe, the aggregate of our subscription being:

Larry L. Lyda	24 Shares
Bobby R. Canant	60 Shares
Betty C. Blackwell	12 Shares
Eugene T. Lyda	24 Shares

(b) The names and Post Office Addresses of the Directors of the Corporation are as follows:

Larry L. Lyda	546 Faith Circle Maitland, Florida 32715
Bobby R. Canant	1138 Jackson Drive Bessemer, Alabama 35023
Betty C. Blackwell	1001 2nd Ave. Pleasant Grove, Alabama 35217
Eugene T. Lyda	485 Grandview Trail Warrior, Alabama 35180

(c) The names and Post Office Addresses of the Officers of the Corporation are as follows:

Eugene T. Lyda, President	485 Grandview Trail Warrior, Alabama 35180
Larry L. Lyda, Vice President	546 Faith Circle Maitland, Florida 32715
Betty C. Blackwell, Secretary & Treasurer	1001 2nd Ave. Pleasant Grove, Alabama 35217

ARTICLE VII

The duration of the Corporation shall be perpetual.

ARTICLE III

The Corporation shall be authorized to do and conduct its business as set out therein wherever it shall desire so to do provided it complies with all laws and regulations appertained thereto local, and state and federal.

ARTICLE IX

(a) No additional capital stock of the corporation shall be authorized and issued to any person, firm or corporation unless it shall first have been offered for sale to the then existing stockholder of record on the books of the corporation and not accepted

by them within thirty days of said offer, such stock to be offered to said then existing stockholders, proportionally to the shares then held by them.

(b) No stockholders may offer his shares of stock for sale to any person, firm or corporation unless he first shall have offered said shares to the Corporation and each of the then existing stockholders of record on the books of the corporation and said offer be accepted within thirty days thereof by the Corporation or the then existing stockholders.

(c) In case of death the estate of stockholder must first offer his shares of stock for sale to each of the then existing stockholders of record on the books of the Corporation, at the pro-rata value of stock as determined by financial statements of the month prior to death. Said offer of stock must be accepted within ninety days thereof by the corporation or the then existing stockholders.

IN WITNESS WHEREOF, the undersigned Incorporators have hereto set our hands and seals this the 23 day of NOVEMBER, 1981.

THIS INSTRUMENT WAS PREPARED BY:

Bobby R. Conant (L.S.)  
Eugene T. Tyda (L.S.)  
Betty S. Blackman (L.S.)  
485 LEONVIEW TRAIL (L.S.)  
WARRIOR, ALA-35180 (L.S.)  
Eugene T. Tyda (L.S.)

SIGNED, SEALED AND DELIVERED  
IN THE PRESENCE OF:

Eugene T. Tyda

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STATE OF ALABAMA

SHELBY COUNTY

STATEMENT

Before me the undersigned, a Notary Public in and for the said county and state, personally appeared Eugene T. Lyda the agent or person authorized by the corporation to receive subscriptions, who being duly sworn, says that the following is a true and correct copy of the subscription list of the Capital Stock of T.A.S., Inc.

<u>NAMES</u>	<u>SHARES</u>
Larry L. Lyda	24
Betty C. Blackwell	12
Bobby R. Canant	60
Eugene T. Lyda	24

Each of the undersigned hereby subscribe for the number of shares opposite his name of the Capital Stock of T.A.S., Inc.

This the 23 day of NOVEMBER, 1981.

Larry L. Lyda  
Larry L. Lyda

Betty C. Blackwell  
Betty C. Blackwell

Bobby R. Canant  
Bobby R. Canant

Eugene T. Lyda  
Eugene T. Lyda

Affiant further says that all the Capital Stock shown on the foregoing subscription list has been paid for in cash, property or labor of equivalent value.

Eugene T. Lyda  
Subscription Agent

Sworn to and subscribed to before me this the 23 day of NOVEMBER, 1981.

Eugene T. Lyda  
Notary Public



# STATE OF ALABAMA

I, Don Siegelman, 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 10-2A-26, Code of Alabama 1975, the corporate name

T.A.S., Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of T.A.S., Inc.

for a period of one hundred twenty days from this date. In the case of a domestic corporation, the name of the county in which the corporation was or is proposed to be incorporated is \_\_\_\_\_.

I further certify that as set out in the application for reservation of corporate name, the Secretary of State's office does not assume any responsibility for the availability of the corporate name requested nor for any duplication which might occur.

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.

January 8, 1982

Date

Don Siegelman

Secretary of State

State of Alabama

Shelby SHELBY County

CERTIFICATE OF INCORPORATION  
OF

T.A.S., INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of T.A.S., INC., duly signed and verified pursuant to the provisions of Section 10-2A-26 of the Alabama Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY the undersigned, as such Judge of Probate, and by virtue of the authority vested in him by law, hereby issues this Certificate of INCORPORATION of T.A.S., INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 20th day of JANUARY, 19 82

STATE OF ALA. SHELBY CO.  
I CERTIFY THIS  
DOCUMENT WAS FILED

1982 JAN 20 AM 11:02

Thomas A. Slaughter, Jr.  
JUDGE OF PROBATE

Thomas A. Slaughter, Jr.  
Judge of Probate

