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CERTIFICATE OF INCORPORATION
OF
PROFESSIONAL AUTO SERVICE, INCORPORATED
A BODY CORPORATE

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

The undersigned, Benny Dean, who is over the age of 21 years, desiring to organize a body corporate under the laws of the State of Alabama, and being all the subscribers to the capital stock of the corporation hereby organized, do make, sign and file this certificate of Incorporation as follows:

1. The name of the corporation is Professional Auto Service, Incorporated, and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

2. The objects and purposes for which the corporation is formed are:

(a) To provide automobile and vehicular repair services to members of the community or elsewhere be it an individual, firm, partnership, corporation or any local, state or federal government agency or body.

(b) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

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(c) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, dispose of, and to exercise, carry out and enjoy and license, power, authority, concession, right or privilege which any corporation may make or grant.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertains to the classes of business above specified and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and all other installations or establishments of whatever character or description, together with the equipment, rolling stock, and other facilities used or useful in connection with or incidental thereto.

(e) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

(f) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the

Harry Lyon
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United States or any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business, objects or purposes of the corporation.

(g) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign countries, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by its and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(h) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons, or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any firm, partnership, or joint venture.

(i) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision, or body politic.

(j) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of such business.

(k) To borrow and lend money, without security, or upon the giving of receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property or every nature and description, or by way of guaranty, or otherwise.

(l) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instrument.

(m) To issue bonds, debentures or other securities or obligations and to secure the same by mortgage, pledge, deed of trusts, or otherwise.

(n) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or note, and in supervising, managing and protecting such property and loans and all interests in and claims affecting the same.

(o) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell transfer or reissue the same.

(p) To enter into any plan or project for the assistance and welfare of its employees.

(q) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer, or otherwise, with any person, partnership, corporation, association combinations, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business which this corporation is authorized to carry on, or any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(r) 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.

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

(t) 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 a natural person 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 person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to an individual under any laws that may be now or hereafter applicable or available to this corporation.

3. The location of the registered office of the corporation shall be 3031 Highway 31 South, in the City of Pelham, County of Shelby, State of Alabama.

4. The name and post office address of the registered agent to receive service of process is Benny Dean, 3031 Highway 31 South, Pelham, Alabama, 35124.

5. The amount of the total authorized capital stock of the corporation shall be One Thousand Dollars (\$1,000.00) divided into one thousand (1,000) shares of common capital stock having a par value of One Dollar (\$1.00) per share. The amount of paid-in capital stock with which the corporation shall begin business shall be One Thousand Dollars (\$1,000.00) divided into one thousand (1,000) shares of common capital stock having a par value of One Dollar (\$1.00) per share.

6. The name and post office address of the officer or agent of the corporation designated by the incorporator to receive subscriptions to the capital stock of the corporation is Benny Dean, 3031 Highway 31 South, Pelham, Alabama, 35124.

7. The names and post office addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>Names</u>	<u>Addresses</u>	<u>Shares</u>
Benny Dean	3031 Highway 31 South Pelham, Alabama 35124	1,000

The names and post office addresses of the directors who shall hold office until the first annual meeting of stockholders and until their successors have been elected and qualified are as follows:

<u>Name of Director</u>	<u>Address</u>
Benny Dean	3031 Highway 31 South Pelham, AL 35124

The names and addresses of the officers who shall hold office until their successors have been duly elected and qualified are as follows:

<u>Names of Officers</u>	<u>Address</u>	<u>Office</u>
Benny Dean	3031 Highway 31 South Pelham, AL 35124	President

8. The period for the duration of the corporation shall be perpetual.

9. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefore upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such shares.

10. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Certificate of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

11. The President shall have authority to execute all deeds, mortgages, bonds, and other contracts requiring a seal, under the seal of the corporation and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

12. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by this Certificate of Incorporation. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is hereby expressly authorized.

(a) To adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the Directors or stockholders;

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.

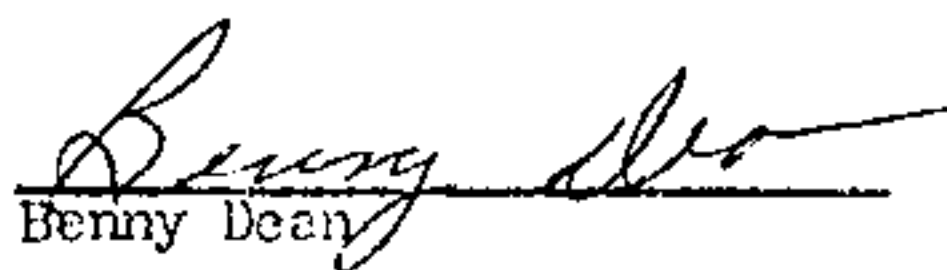
The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

13. No contract or other transaction between this corporation and any person, firm, association or corporation and no other act of this corporation shall, in the absence of fraud, be invalidated or in any way affected by the

fact that any of the directors of the corporation are, directly or indirectly pecuniarily or otherwise interested in such contract, transaction or other act, or related to or interested in (either as director, stockholder, officer, employee, member or otherwise) such person, firm, association or corporation. Any director of the corporation individually, or any firm or association of which any director may be a member, may be party to, or may be pecuniarily or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he, individually, or such firm or association is so interested, shall be disclosed or known to the Board of Directors or a majority of the members thereof as shall be present at any meeting of the Board of Directors, or any committee of directors having the powers of the full Board, at which action upon any such contract, transaction or other act is taken; and if such fact shall be disclosed or known, any director of this corporation so related or otherwise interested may be counted in determining the presence of quorum at any meeting of the Board of Directors, or of such committee, at which action upon any such contract, transaction or act shall be taken, and may vote thereat with respect to such action with like force and effect as if he were not so related or interested. Any director of the corporation and any subsidiary or affiliated corporation without regard to the fact that he is also a director of such subsidiary or affiliated corporation

14. Attached hereto, marked Exhibit "A" and made a part hereof, is a statement under oath made by the said Benny Dean, the officer or agent designated by the incorporators to receive subscriptions to the capital stock of said corporation, showing the amount thereof which has been paid. There is also attached hereto, marked Exhibit "B", and made a part hereof, a copy of the subscription list of said corporation showing the amount of capital stock subscribed for by each of said incorporators and the manner in which said subscriptions are provided to be discharged.

In witness whereof, the undersigned incorporators have hereto subscribed their names to this Certificate of Incorporation this the 4 day of March, 1962.


Benny Dean

STATE OF ALABAMA

COUNTY OF SHELBY

Before me, the undersigned authority, a Notary Public in and for said County in said State, personally appeared Benny Dean, who is known to me and who, being by me first duly sworn, authorized by the Incorporators of Professional Auto Service, Incorporated, a corporation organized under the laws of the State of Alabama, to receive subscriptions to the capital stock of said corporation; that the number of shares of capital stock subscribed for is One Thousand (1,000) shares of common stock having a par value of One Dollar (\$1.00) per share; that a copy of the subscription list to the capital stock of said corporation is attached hereto, marked Exhibit B and made a part hereof; that each of said incorporators and subscribers to the said capital stock has paid the full amount of his subscription in the following manner:

<u>Name</u>	<u>Subscription Amount</u>	<u>Manner of Payment</u>
Benny Dean	\$1,000.00	cash

Benny Dean
Benny Dean

Sworn to and subscribed before me this the 4th day of March, 1982.

James E. Culver
Notary Public
Notary Public, State of Alabama at Large
My Commission Expires July 16, 1983
Bonded by Western Surety Company

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EXHIBIT B

SUBSCRIPTION LIST TO THE CAPITAL

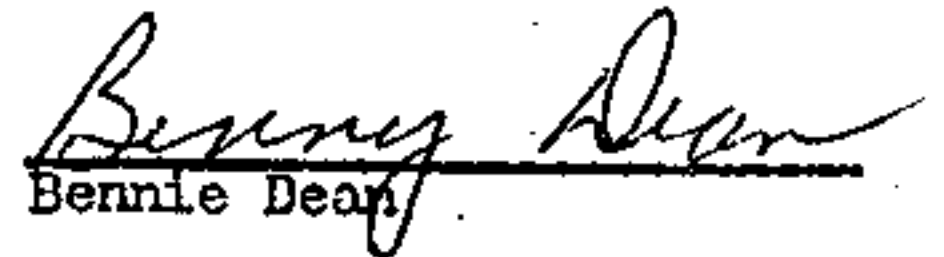
STOCK OF PROFESSIONAL AUTO SERVICE

INCORPORATED

A BODY CORPORATE

I, the undersigned, do respectfully subscribe for and agree to pay for the number of shares of common capital stock of Professional Auto Service, Incorporated, a corporation proposed to be organized under the laws of the State of Alabama, as set opposite my signature hereunder, and to pay therefor upon the organization of said corporation in the following manner:

<u>Name</u>	<u>Number of Shares</u>	<u>Manner of Payment</u>
Benny Dean	1,000	cash


Benny Dean

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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

Professional Auto Service, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Professional Auto Service, 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 Shelby. 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.

February 16, 1982

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF _____ INCORPORATION

OF

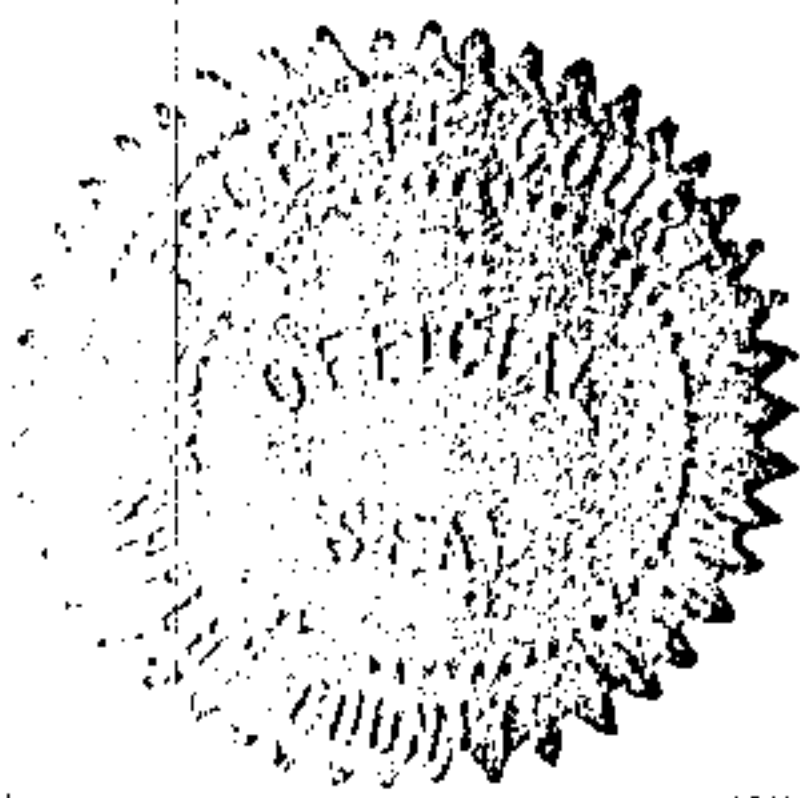
PROFESSIONAL AUTO SERVICE, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of INCORPORATION of PROFESSIONAL AUTO SERVICE, INC., duly signed and verified pursuant to the provisions of Section 10-2A-91 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 PROFESSIONAL AUTO SERVICE, INC., and attaches hereto a duplicate original of the Articles of INCORPORATION

GIVEN Under My Hand and Official Seal on this the 4th day of

MARCH, 19 82



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
DOCUMENT WAS FILED
1982 MAR -4 AM 9:01

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate