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STATE OF ALABAMA }
 }
SHELBY COUNTY }

ARTICLES OF INCORPORATION OF
ERNEST McCARTY FORD, INC.

The undersigned, acting as incorporators 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:
 ERNEST McCARTY FORD, INC.
- SECOND: The period of its duration is perpetual.
- THIRD: The purpose or purposes for which this corporation is organized are:

To engage in the business of operating automobile and other motor vehicle dealerships and sales agencies; to buy, sell, repair, maintain and service automobiles and accessories; to operate general automobile and other motor businesses; and to buy, sell, service, repair, replace and maintain automobile and other motor vehicle tires, parts, accessories and all other related articles of all kinds.

To buy, sell, trade, exchange and distribute at retail and wholesale motor vehicles, automobiles, trucks, tractors and other related items of every kind and classification both new and used incident to the operation of an automobile business;

To buy, sell, trade, exchange and distribute at retail and wholesale any and all kinds of new and used automobile and truck parts, tires, accessories, supplies and related automotive equipment of every kind, classification and description;

To service, repair, rebuild and maintain new, used, wrecked and damaged motor vehicles, automobiles, trucks, tractors and related automotive equipment of every kind, classification and description;

To establish, maintain, conduct and carry on a general merchandising business, and in conjunction therewith to manufacture, produce, buy, import and otherwise acquire, own, store, hold, use, sell, export, distribute, lease, pledge and otherwise dispose of and generally deal in and with, at wholesale or retail, as principal or agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description;

John Burdette Bates
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Birmingham, AL

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To invest money in all kinds and types of property, both real and personal.

To borrow and lend money, with and without security, and to mortgage, pledge, or hypothecate any property the corporation may own, regardless of its nature or the evidence of same.

And generally to do and perform all the acts and enjoy all the powers conferred by the Constitution and General Laws of the State of Alabama, as provided by the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of shares which the corporation shall have authority to issue is 5,000, common voting, with a par value of \$100.00 per share, and 1,000, common non-voting, with a par value of \$100.00. The amount of the total authorized capital stock with which the corporation shall begin business shall be \$150,000.00, made up of 1500 shares common voting, all of said shares of stock issued having been fully paid for in cash.

FIFTH:

The address of the initial registered office of the corporation is 1431 1st Ave. North, Alabaster, Alabama, 35007, and the name of its initial registered agent at such address is Ernest L. McCarty, Jr.,

SIXTH:

The number of directors constituting the initial board of directors of the corporation is three (3) and the names and addresses of the persons who are to serve as directors until the first annual meeting of the shareholders or until their successors are elected and shall qualify are:

| | | |
|------------------------|---------------------|------------------------|
| Ernest L. McCarty, Jr. | 2600 Kingswood Road | Birmingham, Ala. 35226 |
| Ernest L. McCarty, III | 1029 Drexel Drive | Birmingham, Ala. 35209 |
| David E. McCarty | 2600 Kingswood Road | Birmingham, Ala. 35226 |

SEVENTH:

The following named persons will serve as officers of the corporation for the first year and until their successors are chosen and have qualified, as well as the number of shares subscribed by each, are as follows:

| | | |
|------------------------|-----------------------|------------|
| Ernest L. McCarty, Jr. | President | 900 shares |
| Ernest L. McCarty, III | Vice-President | 300 shares |
| David E. McCarty | Secretary - Treasurer | 300 shares |


EIGHTH: The Stockholders shall have the right to increase or decrease the capital stock to such sum or sums as they may desire, and as may be permitted by the Laws of the State of Alabama.

NINTH: The directors or the stockholders may waive, in writing, any requirements under the By-Laws of the corporation and the Laws of the State of Alabama, where the law permits such waiver, to hold a formal meeting with respect to any business to be transacted by the corporation, and may transact the business of the corporation by resolution executed or consented to in writing by all of the directors or stockholders without the formality of a meeting, which resolution when so executed or consented to shall be valid and binding on the corporation in the same manner as if a meeting had been called with respect to the action and notice issued, as provided in the By-Laws of the corporation or the Laws of the State of Alabama.


TENTH: The names and addresses of the incorporators are:

| | | |
|------------------------|---------------------|------------------------|
| Ernest L. McCarty, Jr. | 2600 Kingswood Road | Birmingham, Ala. 35226 |
| Ernest L. McCarty, III | 1029 Drexel Drive | Birmingham, Ala. 35209 |
| David E. McCarty | 2600 Kingswood Road | Birmingham, Ala. 35226 |

IN WITNESS WHEREOF, the incorporators have hereunto signed and subscribed their names on this the 1st day of April, 1983.

 (SEAL)
Ernest L. McCarty, Jr.

 (SEAL)
Ernest L. McCarty, III

 (SEAL)
David E. McCarty

This instrument was prepared by:

John Burdette Bates
Attorney at Law
2017 E Avenue F
Birmingham, Alabama 35213

"EXHIBIT A"

SUBSCRIPTION LIST

ERNEST McCARTY FORD, INC.

We, the undersigned incorporators of Ernest McCarty, Ford, Inc., a proposed corporation, hereby subscribe for the number of shares of the capital stock of said corporation set opposite our respective names, said stock to be fully paid, payment therefore having been made in cash.

Ernest L. McCarty, Jr. 900 shares
Ernest L. McCarty, Jr.

Ernest L. McCarty, III 300 shares
Ernest L. McCarty, III

David E. McCarty 300 shares
David E. McCarty

Total Authorized Capital Stock \$600,000.00

Total Fully Paid Capital Stock \$150,000.00

STATE OF ALABAMA X
X
SHELBY COUNTY X

Before me, the undersigned authority in and for said County and State, personally appeared Ernest L. McCarty, Jr., the initial registered agent, who is also the person designated by the incorporators to receive subscriptions to the capital stock of the proposed corporation, who is known to me and who first being duly sworn, deposes and says on oath:

That he is the initial registered agent and agent designated to receive such subscriptions; that the foregoing Articles of Incorporation of said corporation are correct and that the same was signed by each of the, namely, Ernest L. McCarty, Jr., Ernest L. McCarty, III and David E. McCarty.

That the total authorized capital stock of said corporation is \$600,000.00 divided into 5,000 shares common voting with a par value of \$100.00 and 1,000 shares common non-voting with a par value of \$100.00 and that said corporation will being business with 1,500 shares of common voting stock subscribed for; that the foregoing is a true and correct list of subscriptions to the capital stock of said corporation, together with the number subscribed by each of the incorporators, and that all of the subscriptions have been fully paid for in cash.


Ernest L. McCarty, Jr.

Subscribed and sworn to before me on this
the 1st day of April, 1983, as witness my
hand and official seal of office.


Notary Public, State of Alabama at Large



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 _____

Ernest McCarty Ford, Inc.

is reserved as available based only upon an examination of the corporation records on file in this office for the exclusive use of Ernest McCarty Ford, 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.

March 29, 1983 - expires 7-28-83

Date

Don Siegelman

Secretary of State

State of Alabama

County

SHELBY

CERTIFICATE OF INCORPORATION OF

ERNEST McCARTY FORD, INC.

The undersigned, as Judge of Probate of SHELBY County, State of Alabama, hereby certifies that duplicate originals of Articles of Incorporation for the incorporation of ERNEST McCARTY FORD, INC., duly signed pursuant to the provisions of Section 64 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 ERNEST McCARTY FORD, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 1st day of APRIL, 19 83.



STATE OF ALA. SHELBY CO.
I CERTIFY THIS
INSTRUMENT WAS FILED
1983 APR -1 PM 12:22

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Recd 25.00
Jud 1.00
26.00