

324
CERTIFICATE OF INCORPORATION

OF

SHELBY AIR COOLED ENGINES, INC.

KNOW ALL MEN BY THESE PRESENTS, That We, the undersigned, being desirous of forming a corporation under the provisions of TITLE 10 of the Code of Alabama of 1975 as ammended, do hereby make and file the following certificate:

1. The name of the Corporation shall be Shelby Air Cooled Engines, Inc. .
2. The period for the duration of the Corporation is perpetual, that is, unlimited as to time.
3. The objects and purposes for which the Corporation is formed are as follows:
 - a. The buying, selling, trading and repairing of small engines, engine driven tools and equipment and related goods.
 - b. The conducting of any and all activities necessary to accomplish the buying, selling, trading and repairing the aforesaid materials, objects and merchandise to include the transaction of any and all lawfull businesses related to such of the above said objects and purposes as might be allowed under the provisions of Title 10 of the Code of Alabama of 1975 as ammended.
4. The amount of authorized capital stock of said Corporation is fixed at Tow Thousand Dollars (\$2,000.00) common preferred stock divided into two thousand (2,000) shares of the par value of One Dollar (\$1.00) per share, and the amount of capital stock with which the Corporation will begin business is One Thousand Dollars (\$1,000.00) or one thousand shares of the par value of One Dollar (\$1.00) per share paid in of common stock; provided, however, that additional shares of stock may be issued by the said Corporation pursuant to the laws of the State of Alabama.
5. The Corporation shall have its principal office at Highway 231 at Highway 280, Harpersville, Alabama 35078, which is also referred to Rt. 1 Box 229, Harpersville, Ala. 35078.
6. The name and the post office address of the Officer or Agent designated by the Incorporators to receive and collect subscription to capital stock and the initial registered agent of the Corporation is Henry M. Wilson, Sr., P.O. Box 418, Harpersville, Alabama 35078.
7. The name and post office address of the Incorporators, and the number of shares subscribed for by each are as follows. Certain of the Incorporators shall serve as the officers of the Corporation for the first year as shown below:

Charles H. Booth
P.O. Box 55044, B'ham, AL 35255

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Henry M. Wilson, Sr. 980 shares
 P.O. Box 418, Harpersville, Alabama 35078
 RT. 1 Box 229
 Shirley C. Wilson 10 shares
 P.O. Box 418, Harpersville, Alabama 35078
 Rt. 1 Box 229
 Henry M. Wilson, Jr. 10 shares
 P.O. Box 418, Harpersville, Alabama 35078
 Rt. 1 Box 229

President and Treasurer

Vice-President and Secretary

8. Those objects and purposes herein expressed in Paragraph Three (3) hereof, shall be construed as powers as well as objects and purposes and the matters expressed in each clause thereof shall, except as otherwise expressly provided, be in nowise limited by reference to or inference from the terms of any other clause, but shall be regarded as independent objects, purposes and powers; and the enumeration of specific objects, purposes and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the powers of the Corporation now or hereafter conferred by Law, nor shall the expression of one object, purpose or power be deemed to exclude another not expressed although it be of like nature.

IN WITNESS WHEREOF, the undersigned Incorporators have hereunto set their signatures on this the 15th day of February, 1983.

X Henry M. Wilson, Sr.

X Shirley C. Wilson

X Henry M. Wilson, Jr.

INCORPORATORS

State of Alabama X

Shelby County X

I, Betty J. Hoffman, a Notary Public in and for said County in said State, hereby certify that the above named incorporators, Henry M. Wilson, Sr., Shirley C. Wilson, and Henry M. Wilson, Jr., appeared before me on the 15th day of February, 1983, and on oath stated that the matters contained in the above certificate are true.

WITNESS my hand and seal this the 15th day of February, 1983.

Notary Public, Alabama State at Large
 My Commission Expires 12/14/86

Betty J. Hoffman
 NOTARY PUBLIC

STATE OF ALABAMA
SHELBY COUNTY

X
X
X

STATEMENT UNDER OATH AS TO THE
AMOUNT OF SUBSCRIPTION PAID IN

I, Henry M. Wilson, Sr., being first duly sworn and being the person authorized by the Incorporators of Shelby Air Cooled Engines, Inc. to receive subscriptions to the capital stock of said Corporation, state that the following listing correctly shows the manner in which the capital stock has been paid in cash of a total value of at least One Thousand Dollars (\$1,000.00) being payment in full of the shares of stock shown by the subscription I have received to date with the name of each subscriber:

<u>NAME</u>	<u>NUMBER OF SHARES SUBSCRIBED</u>	<u>AMOUNT PAID IN</u>	<u>AMOUNT STILL OWED</u>
Henry M. Wilson, Sr.	980	\$980.00	-0-
Shirley C. Wilson	10	\$10.00	-0-
Henry M. Wilson, Jr.	10	\$10.00	-0-

that the value of such payments total One Thousand Dollars (\$1,000.00), of which One Thousand Dollars (\$1,000.00) is set up as fully paid Capital Stock for the purposes set out in the Certificate of Incorporation of the said Corporation.

Henry M. Wilson, Sr.
Henry M. Wilson, Sr.

Sworn to and subscribed before me by Henry M. Wilson, Sr. on this the 15TH day of February, 1983.

Betty J. Hoffmann
Notary Public

Notary Public, Alabama State at Large
My Commission Expires 12/16/86

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STATE OF ALABAMA

SHELBY COUNTY

SUMMARY OF SUBSCRIPTIONS TO STOCK

Before me, Betty J. Hoffman, a Notary Public in and for said County and said State, personally appeared each of the undersigned persons who, each for himself, being first by me duly sworn, states that he is one of the persons named in the Certificate of Incorporation of SHELBY AIR COOLED ENGINES, INC., that he is one of the incorporators and that he subscribed at One Dollar per share for the stock the par value of which is set at One Dollar per share, in the proportion hereinafter set opposite his respective name for the stock in said Corporation to be organized under the laws of the State of Alabama, with a capital stock of Two Thousand Dollars divided into two thousand shares of the par value of One Dollar per share, and that he has paid the amount in cash as set out opposite his name. The said Corporation is to be located in Shelby County, Alabama, and is to be called Shelby Air Cooled Engines, Inc. .

NAME	NUMBER OF SHARES SUBSCRIBED	NUMBER OF SHARES PAID
Henry M. Wilson, Sr.	980	980 <u>Henry M. Wilson</u>
Shirley C. Wilson	10	10 <u>Shirley C. Wilson</u>
Henry M. Wilson, Jr.	10	10 <u>Henry M. Wilson Jr.</u>

Sworn to and subscribed before me as above set forth on this the 15th day of February, 1983.

Betty J. Hoffman
NOTARY PUBLIC

Notary Public, Alabama State at Large
My Commission Expires 12/16/86



EFFECTIVE: MARCH 9, 1981

THE FEE FOR ISSUING THIS CERTIFICATE (\$5.00 MADE PAYABLE TO THE SECRETARY OF STATE) SHOULD BE COLLECTED BY THE JUDGE OF PROBATE AND FORWARDED TO THE SECRETARY OF STATE.

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 _____

Shelby Air Cooled Engines, Inc.

is reserved as available based only upon an examination of the corporation records

on file in this office for the exclusive use of Shelby Air Cooled Engines, 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.

January 19, 1983 - expires 5-20-83

Date

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

SHELBY AIR COOLED ENGINES, 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 SHELBY AIR COOLED ENGINES, 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 SHELBY AIR COOLED ENGINES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of MARCH, 19 83.



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

Thomas A. Snowden, Jr.
Judge of Probate

1983 MAR -8 PM 1:06

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Rec. 25.00

Ind. 1.00

26.00