

ARTICLES OF INCORPORATION
OF
CROSSROADS AUTO SALES, INC.

KNOW ALL MEN BY THESE PRESENTS:

That for the purpose of forming a corporation under and pursuant to the provisions of the laws of the State of Alabama, as last amended, the undersigned persons have associated themselves together, and have agreed upon and adopted these Articles of Incorporation, the same to constitute and become a charter for carrying on the business hereinafter specified upon the proper filing hereof pursuant to law.

NAME OF CORPORATION

FIRST: The name of the corporation is CROSSROADS AUTO SALES, INC.

OBJECT AND PURPOSES OF CORPORATION

SECOND: The object and purposes for which the corporation is formed are:

- (a) To buy, sell, license, lease, deal in and deal with automobiles, trucks, cars, boats, airplanes and any other mechanically propelled vehicles and their parts and accessories and any and all supplies or materials connected therewith or that may be useful, convenient or incident to the sale or handling thereof, including the purchase, ownership and operation of other businesses compatible with the operation of this corporation's business;
- (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;
- (c) To manufacture, purchase or otherwise acquire, own, pledge, sell, assign and transfer or otherwise dispose of merchandise of every class and description, whether or not the same specifically pertains to the classes of business above specified;
- (d) 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 or corporation;

William B. Lloyd

(e) To acquire, hold, use, sell, assign, lease, grant licenses in respect of, mortgage or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trademarks and trade names, relating to or useful in connection with any business of this corporation;

(f) 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, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, 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 stock, bonds, debentures, promissory notes, mortgages, and securities so acquired by it and to exercise all the powers of a stockholder in any corporation in which it may so acquire shares of capital stock;

(g) To borrow and lend money and to give or take security therefor by way of mortgage, pledge, transfer or assignment of real or personal property, of every nature and description;

(h) To enter into, make and perform contracts of every kind and description with any person, firm, association, corporation, municipality, county, state, body politic or government or colony or dependency thereof;

(i) To issue bonds, debentures or obligations of this corporation from time to time, for any of the objects or purposes of the corporation, and to secure the same by mortgage, pledge, deed of trust or otherwise;

(j) To have one or more offices to carry on all or any of its operations and business and, without restriction or limit as to amount, to purchase or otherwise acquire, hold, own, mortgage, pledge, sell, assign and transfer, convey or otherwise dispose of, invest, trade, deal in and deal with goods, wares and merchandise and real and personal property of every class and description in any of the States, Districts, Territories or

Colonies of the United States, and in any and all foreign countries, subject to the laws of such State, District, Territory, Colony and Country;

(k) To purchase or otherwise acquire its own shares of stock (so far as may be permitted by law) and its bonds, debentures, notes, scrip, or other securities, or evidence of indebtedness and to hold, sell, transfer or re-issue the same;

(l) To do all and everything necessary and proper for the accomplishment of the objects herein enumerated or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary or incidental to the attainment of the purposes of the corporation, whether such business is similar in nature to the objects and powers hereinabove set forth or otherwise; but nothing contained herein is to be construed as authorizing this corporation to carry on the business of banking or that of a trust company or that of the business of insurance in any of its branches;

(m) The foregoing clauses shall be construed as objects and purposes of the corporation, in addition to those powers specifically conferred upon the corporation by law, and it is hereby provided that the foregoing specific enumeration of powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law.

LOCATION

THIRD: The principal office of the corporation in the State of Alabama shall be located in the City of Montevallo, Shelby County.

CAPITAL STOCK

FOURTH: (1) The total number of shares of stock which the corporation shall have authority to issue shall be 10,000 shares of common stock having a par value of \$1.00. All of said stock shall be common, and none shall be preferred stock, or stock of a different class; (2) The corporation will begin business with 5,000 shares of said common stock of the aggregate value of \$5,000.00, fully paid for.

INITIAL REGISTERED OFFICE AND AGENT

FIFTH: The address of the initial registered office of the corporation is Route 1, Box 131E, Montevallo, Shelby

County, Alabama and the name of its initial registered agent at such address is Thomas Michael Trussell.

OFFICER TO RECEIVE SUBSCRIPTIONS
TO CAPITAL STOCK

SIXTH: The name and post office address of the officer agent designated by the incorporators to receive subscriptions to the capital stock of the corporation is Thomas Michael Trussell, Route 1, Box 131 E, Montevallo, Alabama.

INCORPORATORS AND SHARES
DIRECTORS AND OFFICERS FOR FIRST YEAR

SEVENTH: (1) The names and post office addresses of the incorporators, and the number of shares subscribed for by each are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>SHARES</u>
Thomas Michael Trussell	553 Redwood Drive Maylene, AL 35114	2500
James C. Middlebrooks, Jr.	1272 Siskin Dr. Alabaster, AL 35007	2500

(2) The names and post office addresses of the officers and directors of the corporation chosen for the first year, and the office to which they have been chosen are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>OFFICE</u>
Thomas Michael Trussell	553 Redwood Drive Maylene, AL 35114	President Treasurer
James C. Middlebrooks, Jr.	1272 Siskin Dr. Alabaster, AL 35007	Executive Vice President Secretary

TIME LIMIT

EIGHTH: The period of duration of this corporation shall be perpetual.

MANAGEMENT

NINTH: For the management of the business, and for the conduct of the affairs of the corporation, and for the further definition, limitation and regulation of the powers of the corporation and its directors and stockholders, it is further provided:

Section 1: Size of Board. The number of directors shall be as specified in the By-Laws of the corporation, and such number may from time to time be increased or decreased in such manner as prescribed by the By-Laws. In no event shall the number of directors be less than two directors and they need not be stockholders.

Section 2: Powers of Board. In furtherance and not in limitation of the powers conferred by the laws of the State of Alabama, the Board of Directors is expressly authorized and empowered:

(a) To make, alter, amend, and repeal the By-Laws subject to the power of the stockholders to alter or repeal the By-Laws made by the Board of Directors;

(b) Subject to the applicable provisions of the By-Laws then in effect, to determine, from time to time, whether and to what extent, and at what time and places, and under what conditions and regulations the accounts and books of the corporation, or any of them, shall be open to stockholder inspection. No stockholder shall have any right to inspect any of the accounts, books, or documents of the corporation, except as permitted by law, unless and until authorized to do so by resolution of the Board of Directors or of the stockholders of the corporation;

(c) To authorize and issue, without stockholder consent, obligations of the corporation, secured and unsecured, under such terms and conditions as the Board, in its sole discretion, may determine, and to pledge or mortgage, as security therefor, any real or personal property of the corporation, including after-acquired property;

(d) To determine whether any and, if so what part, of the earned surplus of the corporation shall be paid in dividends to the stockholders, and to direct and determine other use and disposition of any such earned surplus;

(e) To fix, from time to time, the amount of the profits of the corporation to be reserved as working capital or for any other lawful purpose;

(f) To establish bonus, profit-sharing, stock option, or other types of incentive compensation plans for the employees, including officers and directors, of the corporation, and to fix the amount of profits to be

shared or distributed and to determine the persons to participate in any such plans and the amount of their respective participations;

(g) To designate, by resolution or resolutions passed by a majority of the whole Board, one or more committees, each consisting of two or more directors, which, to the extent permitted by law and authorized by the resolution or the By-Laws, shall have and may exercise the powers of the Board.

(h) To provide for the reasonable compensation of its own members by By-Law, and to fix the terms and conditions upon which such compensation will be paid;

(i) In addition to the powers and authority hereinbefore, or by statute, expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Alabama, of these Articles of Incorporation, and of the By-Laws of the corporation.

Section 3: Interested Directors. No contract or transaction between this corporation and any of its directors, or between this corporation and any other corporation, firm, association, or other legal entity shall be invalidated by reason of the fact that the director of the corporation has a direct or indirect interest, pecuniary or otherwise, in such corporation, firm or association, or legal entity or because the interested director was present at the meeting of the Board of Directors which acted upon or in reference to such contract or transaction, or because he participated in such action, provided that the interest of each such director shall have been disclosed or known by the Board and a disinterested majority of the Board shall have nonetheless ratified and approved such contract or transaction. Such interested director or directors may be counted in determining whether a quorum is present for the meeting at which such ratification or approval is given. If the vote of such interested director or directors is, or was, necessary for the approval of such contract or transaction, then such contract or transaction shall, with disclosure of the director's or directors' interest, be submitted for the approval or ratification of the stockholders.

SPECIAL PROVISIONS

TENTH: (1) Holders of common stock shall be entitled to one vote for each and every share of stock standing in

his, her or its name at any and all meetings of the stockholders of the corporation, and said stock may be voted by the stockholders of record, either in person or by proxy.

(2) The corporation shall have a lien on the shares of its stockholders for any debt or liability incurred to it by a stockholder before a notice of a transfer or levy on such shares, and shall have all the rights in respect thereto, and with respect to the enforcing of said lien as are now, or may be hereafter conferred by the laws of the State of Alabama.

(3) Except as may otherwise be provided by the Board of Directors, no holder of any shares of the stock of the corporation shall have any pre-emptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares, or any warrants or other instruments evidencing rights or options to subscribe for, purchase, or otherwise acquire such shares.

(4) The corporation shall seek to qualify and take advantage of Section 1244 of the Internal Revenue Code, however the corporation reserves the right to amend, alter, modify, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter provided by law, and all rights conferred upon the officers, directors and stockholders herein are granted subject to this reservation.

IN WITNESS WHEREOF, we, the said incorporations, have hereunto set our hands and seals on this 4 day of OCTOBER, 1983.

Thomas Michael Trussell
THOMAS MICHAEL TRUSSELL

James C. Middlebrooks, Jr.
JAMES C. MIDDLEBROOKS, JR.



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 _____

Crossroads Auto Sales, Inc.

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

September 29, 1983 expires 1-28-84

Date

Don Siegelman

Secretary of State

BOOK 24 PAGE 942

State of Alabama

SHELBY

County

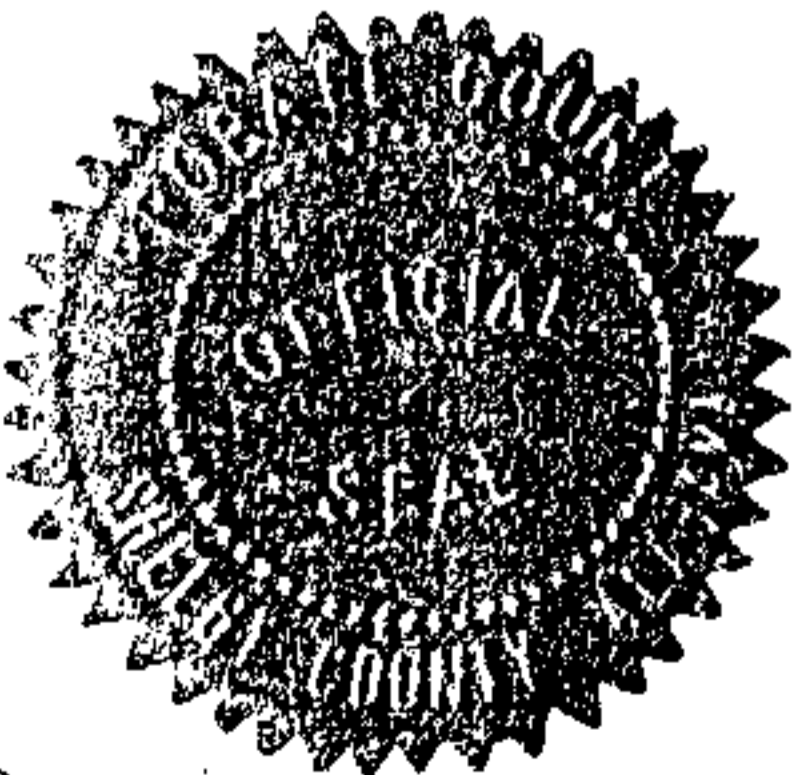
CERTIFICATE OF INCORPORATION OF

CROSSROADS AUTO SALES, 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 CROSSROADS AUTO SALES, 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 CROSSROADS AUTO SALES, 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 OCTOBER, 19 83.



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

1983 OCT -4 PM 3:05

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.

Judge of Probate

Rec 25.00
Jud 1.00
26.00