

8200

STATE OF ALABAMA

SHELBY COUNTY

Articles of Incorporation

of MOBILE AUTO CLEAN COMPANY, INC

An ALABAMA Corporation

The undersigned, acting as incorporators of a corporation, under Title 10, Chapter 2A of the Business Corporation Laws of the State of Alabama, adopt the following articles of incorporation for such corporation.

1. Name

The name of the corporation shall be Mobile Auto Clean Company, Inc.

2. Duration

The corporation shall have a continuous existence.

3. Purpose

The purpose for which this corporation is organized is the transaction of any or all lawful business for which corporations may be incorporated under the Alabama Business Act, including but not limited to:

(a) To buy, sell, trade, manufacture, deal in, and deal with goods, wares, and merchandise of every kind and nature, and to carry on such business as wholesalers, retailers; to acquire all such merchandise, supplies, materials, other articles and to provide any and all services as shall be necessary or incidental to such business.

(b) To develop, process, to purchase, lease, exchange, take, receive, or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, pledge, hypothecate, distribute or otherwise deal in and dispose of, buildings, structures, machinery, equipment, apparatus, appliances, devices, products, materials, articles, processes, systems, goods, wares and merchandise of every kind, nature

BOOK 29 PAGE 632

Mobile Auto Clean Co., Inc.

and description and to engage in any industrial manufacturing, mercantile, trading, service or other lawful business of any kind or character whatsoever.

(c) To purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, improve, repair or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, pledge, hypothecate, distribute or otherwise deal in and dispose of, property, whether real, personal or mixed, of every kind, character and description whatsoever and wheresoever situated, or any interest therein.

(d) To hold, own, use operate, manage, improve, repair, erect, or otherwise have an interest in or deal with any building or other structure located on real property which is owned, held by or leased by the corporation or in which the corporation has any interest whatsoever.

(e) To render to others, and to engage in the business of rendering to others, consulting, advising, administering, accounting, bookkeeping, and other services of every nature, kind and character, whether similar or dissimilar to those hereinabove set forth, which a corporation may legally render.

(f) To purchase, lease, exchange, take, receive or otherwise acquire, all, or any part of, or any interest in, the properties, assets, business, good will and rights of any person, firm, corporation, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to pay for the same or any part or combination thereof in cash, in shares of stock, bonds, or other securities or evidences of obligation or indebtedness of this corporation or of any other corporation, by undertaking, assuming or guaranteeing the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor, or by any combination of any of the foregoing; to own, hold, use, operate, manage, improve, repair, reorganize or otherwise convey, assign, mortgage, pledge, hypothecate, distribute, liquidate or otherwise deal in and dispose of all, or any part of, or any interest in, such properties assets, business, good will and rights, and, in conjunction with any of the foregoing, to undertake, assume or guarantee, the whole or any part of the bonds, mortgages, franchises, leases, contracts, indebtedness, guarantees, liabilities and obligations of the transferor.

(g) To develop, apply for, register, take licenses in respect of, purchase, lease, exchange, take, receive or otherwise acquire, to own, hold, use, operate, manage, manufacture under, improve, or otherwise have an interest in or deal with, to sell, lease, exchange, convey, assign, grant licenses in re-

spect of, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of, to contract with reference to, any and all inventions, devices, formulas, technical or business information, including trade secrets, knowhow, processes, improvements and modifications thereof, letters patent and all rights connected therewith or appertaining thereto, copyrights, trademarks, trade names, trade symbols and other indications or origin and ownership, franchises, license, concessions, or other rights granted by or recognized under the laws of any state, county, municipality, or governmental unit, department, division, agency, authority or instrumentality.

(h) To purchase, subscribe for in its own name or in the name of another, exchange, take, receive or otherwise acquire, to guarantee, to invest or reinvest in, to underwrite, to own, hold, use, manage or otherwise have an interest in or deal with, to sell, exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in and dispose of any stock, bond, other security, evidence of obligation or indebtedness of any person, firm, corporation, state, county, municipality or governmental unit, department, division, agency, authority or instrumentality; to issue in connection with any acquisition of any of such property, shares of stock, bonds or other securities or evidences of indebtedness or obligation of this corporation; and, while the owner or holder of any such property, to receive, collect and dispose of the interest, dividends, income or other rights accruing on or from such property, to possess and exercise in respect thereof all the rights, powers and privileges of ownership of every kind and description, including the right to vote thereon, with power to designate some person or persons for that purpose from time to time to the same extent as natural persons might or could do, to aid by loan, subsidy, guaranty, or in any other manner, financially or otherwise, those issuing, creating or responsible for any such property, and to do any other acts or things designated to protect, preserve, improve or enhance the value of any such property.

(i) To purchase, exchange, take, receive, or otherwise acquire, to won, hold, use or otherwise have an interest in or deal with, to sell exchange, convey, assign, mortgage, pledge, hypothecate, distribute or otherwise deal in or dispose of, shares of its own stock provided that the Corporation shall not purchase, directly or indirectly, shares of its own stock where such purchase would be prohibited by the Alabama Business Corporation Act or this Certificate of Incorporation and provided that the corporation shall not vote, directly or indirectly, shares of its own stock except as provided by said Act.

(j) To lend money or aid, or extend credit, to any person, firm, corporation, on such terms and conditions and with whatever security, if any, it desires.

(k) To enter into and make, to perform and carry out, to cancel and rescind, or to let lapse, contracts and agreements of every kind and description.

(l) To act as agent, representative, or receiver of any person, firm, corporation or in respect to any lawful undertaking or transaction.

(m) To borrow or raise money and, from time to time, without limit as to amount, to draw, make accept, endorse, execute, issue and deliver all kinds of securities, including , but without limiting the generality thereof, bonds, debentures, drafts, bills of exchange, warrants, notes and other negotiable and non-negotiable instruments and evidences of obligation or indebtedness; and to secure the payment and full performance of such by mortgage on, or pledge, conveyance, or assignment in trust of, all, or any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(n) To guarantee the obligations of, and to lend its aid and credit to, any person, firm, or corporation, and to secure the same by mortgage on, or pledge, conveyance, or assignment in trust of, all, any part of, or any interest in, the property of the corporation, either real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(o) To enter into with any one or more persons, firms, or corporation (1) any lawful arrangement for sharing profits, union of interest, reciprocal association, or cooperative association or (2) any general or limited partnership.

(p) To carry out any or all of the objects and purposes specified in this Paragraph IV as principal or agent and alone or with one or more person, firms, corporations; and to execute from time to time such general or special powers of attorney as it may determine, granting such powers as it may deem proper, and to revoke such powers of attorney as and when it may desire.

(q) To do everything necessary, proper, advisable, suitable or convenient for the accomplishment of the objects and purposes specified in this Paragraph IV, and to do all other things incidental thereto, connected therewith, conducive thereto, or expedient therefor.

(r) To carry out the objects and purposes specified in this Paragraph IV, in any state, county, municipality or governmental unit to the extent that such objects and purposes are not forbidden by the law thereof, and in the case of any state, county, municipality or governmental unit in which one or more of such objects or purposes are forbidden by law, to

limit the object or objects or purpose or purposes as are not forbidden by the law thereof in any certificate or application to do business therein.

The objects and purposes specified in each subparagraph of Paragraph IV shall, unless otherwise expressly provided, be in no wise limited by reference to, on inference from the terms of any other subparagraph of Paragraph IV, each of such subparagraphs being regarded as creating independent objects and purposes. All words and clauses appearing in this Paragraph IV are used in their broadest sense and shall be so construed.

4. Authorized shares

The aggregate number of shares which the corporation shall have authority to issue is ONE THOUSAND (1000) SHARES. These shares are to have a par value of ONE DOLLAR (\$1.00).

5. Restrictions on transfer of stock

All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer:

(a) For purposes of this Paragraph VI:

(i) A shareholder desiring to sell or otherwise transfer, give or assign his or her stock in this corporation, in whole or in part, shall be referred to as the "offeror",

(ii) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(iii) The shareholders, individually and collectively, of this corporation, other than the shareholder-offeror, shall be referred to as the "optionee(s)."

(b) Any shareholder in this corporation may, without restriction or limitation, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s) in this corporation.

(c) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then existing shareholder, the following procedures shall be followed:

(i) The offeror shall furnish and deliver to the corporation and to the optionee(s), at each of their last known business addresses, a letter of intent, containing the name and address of the conditions of the offer under which said sale or other transfer is to be effectuated.

(ii) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (i) hereinabove.

(iii) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionees, at each of their last known business addresses. Upon the failure of the corporation to exercise its option, each of the other optionees shall have thirty (30) days from the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionees, if all the optionees elect to purchase said stock, said stock of the offeror shall be purchased by the optionees in the same proportion as their respective stock ownership in the corporation. If all optionees do not elect to purchase such proportionate share of the offeror's stock as the percentage of his or her respective stock interest in the corporation bears to the total percentage of all stock interests in the corporation held by all of the optionees desiring to purchase the offeror's stock.

(iv) If the corporation and the optionees fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however, that such sale must be consummated within two (2) months following the expiration of the optionee's second option.

(v) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph VI.

(vi) If said sale is not made between selling shareholder and such other purchaser within said two (2) month period after the expiration of said second option, all of the terms, conditions, and restrictions of this Paragraph VI of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to such purchase pursuant to said original offer shall terminate.

6. Scope of activity

The corporation shall have the power either directly or indirectly, either alone or in conjunction or cooperation with

others, to do any and all lawful activities which may be necessary, useful, suitable, desirable, or proper for the furtherance, accomplishment, fostering or attainment of any or all of the purposes for which the corporation is organized.

7. Place of operation

The operations of the corporation are to be conducted principally within the State of Alabama.

8. Registered office

The address of the initial registered office of the corporation is:

750 Cahaba Manor Trail
Pelham, Alabama 35124

The name of the corporation's registered agent at this address is: Ross A. Scozzaro, III.

9. Number of Directors

The number of directors shall not exceed two (2).

10. Names of Directors

The names and addresses of the directors are as follows:

Name:	Address:
Ross A. Scozzaro, III	750 Cahaba Manor Trail Pelham, Alabama 35124
F. Jeffrey Hester	748 Cahaba Manor Trail Pelham, Alabama 35124

11. Incorporators

The names and addresses of the incorporators are as follows:

Name:	% of Shares:	Address:
F. Jeffrey Hester	50	748 Cahaba Manor Trail Pelham, Alabama 35124
Ross A. Scozzaro, III	50	750 Cahaba Manor Trail Pelham, Alabama 35124

IN WITNESS WHEREOF, we have made, subscribed and
acknowledged these Articles of Incorporation on this
30th day of January, 1986.

J. Jeffrey Hester
Ron A. Rozzavelli

Sworn to and subscribed
before me this 30th
day of January,
1986.

Ann H. Ottaway
NOTARY PUBLIC

MY COMMISSION EXPIRES: My Commission Expires May 7, 1988

BOOK 29 PAGE 639



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 _____

Mobile Auto Clean Co., Inc.

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

on file in this office for the exclusive use of Mobile Auto Clean Co., 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.

November 7, 1985- expires 3-8-86

Date

Don Siegelman

Don Siegelman

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION

OF

MOBILE AUTO CLEAN COMPANY, 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 MOBILE AUTO CLEAN COMPANY, 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 MOBILE AUTO CLEAN COMPANY, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of JANUARY, 19 86

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

1986 JAN 30 PM 1:19

JUDGE OF PROBATE

Thomas A. Brundage, Jr.
Judge of Probate

Rec. 35.00
36.00

