

STATE OF ALABAMA )  
SHELBY COUNTY )

165

IN THE PROBATE COURT OF  
SHELBY COUNTY, ALABAMA

TO THE HONORABLE THOMAS A. SNOWDEN, JR., PROBATE JUDGE OF JEFFERSON COUNTY,  
ALABAMA:

The undersigned, desiring to form a corporation under the provisions of the laws of the State of Alabama, do make and file this their Certificate of Incorporation, and do set forth as follows:

1. The name of the corporation shall be:

RIVERCHASE AUTO SALES, INC.

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

(a) To engage in the business of purchasing, acquiring, owning, leasing, selling, transferring, encumbering, generally dealing in, repairing, renovating, and servicing all types of new and used automobiles, trucks, and other motor vehicles and any parts or accessories used in connection therewith; and to engage in the business of purchasing, acquiring, owning, selling, and generally dealing in all types of supplies used by all types of motor vehicles.

(b) To carry on a general automobile sales business; to sell and distribute automobiles and automobile parts and accessories; to maintain a service and repair department for automobiles; and to do whatever may be necessary and convenient to carry on such a business and to accomplish such objects as may be incident thereto.

(c) To acquire, and pay for in cash, stocks or bonds of this corporation or otherwise, the good-will, right, assets and property and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association of corporation.

(d) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, to invest, trade,

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BRYANT A. WHITMIRE, JR.  
903 CITY FEDERAL BUILDING  
BIRMINGHAM, ALABAMA 35203

deal in and deal with real and personal property of every class and description.

(e) To guarantee, purchase, hold, sell, assign, transfer, mortgage, pledge, or otherwise dispose of, the shares of the capital stock of, or any bonds, securities or evidence of indebtedness created by any other corporation or corporations organized under the laws of this state or any other state, county, nation or government, and while the owner thereof to exercise all the rights, powers and privileges of ownership.

(f) To borrow and lend money; 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.

(g) To buy or sell any kind of property, real, personal or mixed.

(h) To own real or personal property, and to buy and sell, mortgage, lease, sublease, exchange or in any way deal in and with property, real personal or mixed.

(i) To borrow and lend money, with or without security, to give and take any kind of security for any debt or obligation owned or due by or to the corporation.

(j) To buy, sell, own or control stocks or bonds of any other corporation.

(k) To enter into and execute contracts, agreements, notes mortgages and any other writing necessary or appropriate in connection with or for any and all corporate objects or purposes.

(l) To do all things necessary, desirable or proper for the carrying out of any one or more of the special objects hereinabove specified, and to do all things allowed by law to be done by corporations

of like kind; the setting forth of special powers herein not being in any sense a limitation of the powers of this corporation.

3. The aggregate number of shares which the corporation shall have authority to issue is One Hundred (100), with a par value of Ten Dollars (\$10.00) per share.

4. The address of the initial registered office of the corporation is:  
747 Industrial Park Drive  
Pelham, Alabama 35124

and the name of its initial registered agent at such address is Jeffrey P. Lee.

5. The number of directors constituting the initial board of directors of the corporation is two (2), and the names and addresses of the person who is to serve as director until the first annual meeting of shareholders or until their successors are elected and shall qualify are:

NAME	ADDRESS
Jeffrey P. Lee	451-M Wildwood Lane Helena, AL 35080
Lynn O. Lee	451-M Wildwood Lane Helena, AL 35080

6. The name and address of the incorporator is:

NAME	ADDRESS
Jeffrey P. Lee	451-M Wildwood Lane Helena, AL 35080
Lynn O. Lee	451-M Wildwood Lane Helena, AL 35080

7. The corporation is a close corporation authorized by Section 10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

8. Any amendment to terminate the corporation status as a close

corporation, a vote greater than one-third (1/3) of all shares shall be required.

The formation of the corporation as a close corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the corporation.

Dated: April 18, 1986.

Jeffrey P. Lee  
Jeffrey P. Lee, Incorporator

Lynn O. Lee  
Lynn O. Lee, Incorporator



# 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 \_\_\_\_\_

Riverchase 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 Riverchase 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.

April 10, 1986- expires 8-9-86

Date

*Don Siegelman*

Don Siegelman

Secretary of State



# State of Alabama

SHELBY

## County

### CERTIFICATE OF INCORPORATION

OF

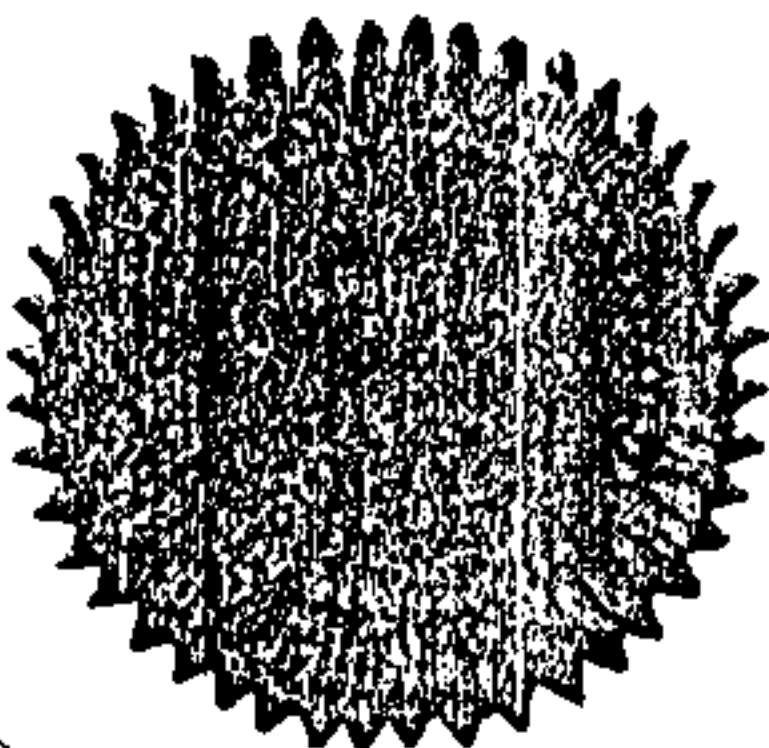
RIVERCHASE AUTO SALES, INC.

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 RIVERCHASE 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 RIVERCHASE AUTO SALES, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 2nd day of

MAY, 19 86



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

Judge of Probate

1986 MAY -2 PM 12:42

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Rec 35.00  
Jud 1.00  
36.00