

STATE OF ALABAMA)
SHELBY COUNTY)

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ARTICLES OF INCORPORATION OF
LEWIS AUTO SALES, INC.

The undersigned acting as incorporator of a corporation under the Alabama Business Corporation Act, adopts the following Articles of Incorporation for such corporation.

FIRST:

The name of the proposed corporation shall be:

LEWIS AUTO SALES, INC.

SECOND:

The period of its duration shall be perpetual.

THIRD:

The purposes for which this corporation is organized are:

To buy, sell, lease, deal in and deal with, store and repair automobiles and motor vehicles of all descriptions, including motor boats, marine engines, motorcycles, bicycles and vehicles of all kinds and descriptions, and all parts and accessories, and all parts and supplies used in connection therewith.

To purchase, acquire, hold, improve, manage, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every name and nature, including stocks and securities of other corporations, and to loan money and take securities for the payment of all sums due the corporation, and to sell, assign and release such securities.

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, manufacturers, importers and exporters; to acquire all such merchandise, supplies, materials and other articles as shall be necessary or incidental to such business; to hold, acquire, mortgage, lease and convey real and personal property in any part of the world, so far as necessary or expedient in conducting the business of the corporation; and to have any and all powers above set forth as fully as natural persons, whether as principals, agents, trustees, or otherwise.

The buying and selling, as broker or agent, or on its own

John Burdette Bates

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account, of all kinds of machinery and electrical and machine supplies.

To purchase or otherwise acquire letters patent, concessions, licenses, inventions, rights, and privileges, subject to royalty or otherwise, and whether exclusive, nonexclusive, or limited, or any part interest in such letters patent, concessions, licenses, inventions, rights and privileges, whether in the United States or in any other part of the world.

To sell, let or grant any patent rights, concessions, licenses, inventions, rights or privileges belonging to the corporation, or which it may acquire, or any interest in the same.

To register any patent or patents for any invention or inventions, or obtain exclusive or other privileges in respect of same, in any part of the world, and to apply for exercise, use, or otherwise deal with or turn to account any patent rights, concessions, or other rights or privileges, either in the United States or in any other part of the world.

To manufacture and produce, and trade and deal in all machinery, plant, articles, appliances, and things capable of being manufactured, produced or traded in by virtue of or in connection with any such letters patent, concessions, licenses, inventions, rights, privileges as aforesaid.

To invest money in all kinds and types of property, both real and personal, at wholesale and retail, as principal or as agent for others, upon commission, consignment or otherwise, goods, wares, commodities, merchandise and personal property of every class, name, nature and description.

To invest money in all kinds and types of property, both real and personal, and wheresoever they may be situated.

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 in the Alabama Business Corporation Act and the Code of Alabama, 1975, as amended to date.

FOURTH:

The aggregate number of shares which this corporation shall have authority to issue is 10,000 shares of common stock, with a par value of \$ 1.00 per share. The amount of the total authorized capital stock with which the corporation shall begin

business shall be \$ 5,000.00 made up of 5,000 shares, all of said stock having been fully paid for in cash, or by the transfer of tangible personal property.

FIFTH:

The address of the initial registered office of the corporation is 33 Highway 62 South, Harpersville, Alabama 35078, and the name of the initial registered agent at such address is James E. Lewis.

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 their successors are elected and shall qualify are:

James E. Lewis	P. O. Box 172	Harpersville, Al. 35078
Hattie S. Lewis	P. O. Box 172	Harpersville, Al. 35078
Ronald Alan Lewis	P. O. Box 172	Harpersville, Al. 35078

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.

James E. Lewis	President and Treasurer
Hattie S. Lewis	Vice-President and Secretary

EIGHTH:

The stockholders shall have the right to increase or decrease the capital stock of the corporation 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 and consented to in writing by all the directors or stockholders without the formality of a meeting, which resolution when so executed and 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 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 and the Laws of the State of Alabama.

TENTH;

The name and address of the incorporator is:

James E. Lewis P. O. Box 172 Harpersville, Al. 35078

IN WITNESS WHEREOF, the incorporator has hereunto signed and subscribed his name this the 1st day of July, 1988.


James E. Lewis

This instrument was prepared by:

John Burdette Bates, Attorney at Law
#10 Office Park Circle, Suite 122
Birmingham, Alabama 35223

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STATE OF ALABAMA

I, Glen Browder, 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 Lewis 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 Lewis 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.

June 27, 1988 - expires 10-26-88
Date

Glen Browder

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

LEWIS 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 LEWIS AUTO SALES, INC., duly signed pursuant to the provisions 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 LEWIS AUTO SALES, 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 JULY, 19 88.

STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

Judge of Probate

88 JUL -1 AM 8:05

JUDGE OF PROBATE

Rec 35.00
Jud 1.00
36.00