

ARTICLES OF INCORPORATION
OF
DUNNAVANT MOTOR COMPANY, INC.

A CLOSE CORPORATION

UNDER THE ALABAMA CLOSE CORPORATION STATUTE

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is Dunnavant Motor Company, Inc.

2. CLOSE CORPORATION STATUS: This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, Sections 10-2A-300, et seq., Code of Alabama 1975 and shall be governed by all laws governing or applicable to such close corporations.

3. PERIOD OF DURATION: The period for the duration of the corporation shall be perpetual.

4. PURPOSES: 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 Corporations Act.

5. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be one thousand (1,000) shares of common stock of the par value of One Dollar (\$1.00) per share.

7/10/80

6. RESTRICTIONS OF TRANSFER OF STOCK: All issued shares of stock of this corporation of all classes shall be subject to the following restriction on transfer permitted by Sections 10-2A-41 and 10-2A-301, Code of Alabama 1975:

(a) For purposes of this Paragraph 6:

(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 existing shareholders, at each of their last known business addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and 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) herein above.

(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

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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 their proportionate share of the offeror's stock, such optionees who desire to purchase such stock shall each be entitled 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. Notwithstanding the foregoing, the election of the optionees to purchase proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(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 of 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 6.

(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 6 of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell his stock to said purchaser pursuant to said original offer shall terminate.

7. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and the name of its initial registered agent at such address is:

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NAME OF INITIAL
REGISTERED AGENT

Mark D. McKnight, P.C.

LOCATION AND MAILING ADDRESS
OF REGISTERED OFFICE

31 Inverness Center Parkway
Suite 360
Birmingham, Alabama 35242

8. INITIAL BOARD OF DIRECTORS: The initial board of directors shall consist of one person. The name and address of the person who shall serve as director until the first annual meeting of shareholders of the corporation or until the successor or successors to such director be elected and qualify are:

NAME

Horace Dunnavant

ADDRESS

P. O. Box 9624
Birmingham, Alabama 35220

9. INCORPORATOR: The name and address of each incorporator, whether one or more, are:

NAME

Horace Dunnavant

ADDRESS

P. O. Box 9624
Birmingham, Alabama 35220

10. LIMITATION ON NUMBER OF SHAREHOLDERS: All of the corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than five (5) persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entirety shall be treated as held by one shareholder.

EXECUTED on this 4 day of Dec, 1990.

Horace Dunnavant

HORACE DUNNAVANT

STATE OF ALABAMA }

COUNTY OF SHELBY }

I, the undersigned authority, a Notary Public in and for said State and County, hereby certify that Horace Dunnavant, who is known to me, acknowledged before me on this day that the contents of the above and foregoing are true and correct to the best of his knowledge.

Given under my hand and official seal this the 4th day of December, 1990.

Carrie Ingram
Notary Public

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OFFICE OF THE SECRETARY OF STATE

State of Alabama

PERRY A. HAND

SECRETARY OF STATE

NAME RESERVATION CERTIFICATE

FOR

Dunnavant Motor Company, Inc.

I, Perry A. Hand, 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, based upon an examination of the corporation records on file in this office, the corporate name "Dunnavant Motor Company, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mark McKnight, 31 Inverness Center Pkwy, Birmingham, AL 35242 for a period of one hundred twenty days beginning December 4, 1990 and expiring April 4, 1991.



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 December 4, 1990.

Perry A. Hand
Secretary of State

State of Alabama

Shelby County

CERTIFICATE OF INCORPORATION OF

Dunnavant Motor 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 Dunnavant Motor Company, 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 Dunnavant Motor Company, Inc., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 10th day of December, 19 90.

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

90 DEC 10 AM 9:44

Judge of Probate

JUDGE OF PROBATE

35.00
3.00
38.00