

**ARTICLES OF INCORPORATION  
OF  
ALTERNATIVE MOTORS, INC.**

The undersigned for the purposes of forming a corporation under the Alabama Business Corporation Act, as amended, hereby adopt the following Articles of Incorporation.

ARTICLE ONE

NAME

The name of the corporation is ALTERNATIVE MOTORS, INC.

ARTICLE TWO

DURATION

The term of existence of the corporation is perpetual.

ARTICLE THREE

PURPOSE

The purpose for which the corporation is organized is and the transaction of any and all lawful business for which corporations may be incorporated under Sec. 10-2A-1, et. seq., of the Code of Alabama.

Richard W. Bell

P.O. Box 27

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ARTICLE FOUR

CAPITAL STOCK

The total authorized capital stock shall be One Thousand and No/100 (\$1,000.00) Dollars, consisting of One Hundred shares of common stock of par value of Ten and No/100 (\$10.00) Dollars per share. All stock shall be common stock and non-assessable.

ARTICLE FIVE

NAME OF INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is:

Mark O. Amdall  
2900 Highway 31 South  
Pelham, Alabama 35124

ARTICLE SIX

LOCATION OF INITIAL REGISTERED OFFICE

The location of the initial registered office of the corporation is: 2900 Highway 31 South, Pelham, Alabama 35124.

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ARTICLE SEVEN

DIRECTORS

The corporation shall operate with no less than one (1) director. The names and addresses of the initial Board of Directors who shall serve until predecessors have been elected are as follows:

MARK O. AMDALL  
2900 Highway 31 South  
Pelham, Alabama 35124

BARRY FREEMAN  
2900 Highway 31 South  
Pelham, Alabama 35124

ARTICLE EIGHT

INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

NAME & ADDRESS	NO. OF SHARES	AMOUNT
Mark O. Amdall 2900 Highway 31 South Pelham, Alabama 35124	50	\$500.00
Barry Freeman 2900 Highway 31 South Pelham, Alabama 35124	50	\$500.00

ARTICLE NINE

ACTION BY STOCKHOLDERS OR DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors or of the stockholders or of any committee thereof, may be taken without meeting with the written consent thereto as signed by all the members of the Board of Directors or of the stockholders or of the committee, if applicable, and if such consent is filed with the minutes of the proceedings of the Board of Directors, the stockholders or the committee, whichever is applicable.

ARTICLE TEN

MISCELLANEOUS

Attached hereto as Exhibit "A" is the statement under oath of Barry Freeman person designated herein as agent to receive

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subscriptions for capital stock of said corporation, which said affidavit shows the amount of capital stock which has been subscribed for and paid in.

We, the undersigned, being the incorporators, have subscribed our names this the 7<sup>th</sup> day of January, 1991.

Mark O. Amdall  
MARK O. AMDALL

Barry Freeman  
BARRY FREEMAN

STATE OF ALABAMA )

COUNTY OF SHELBY )

I, the undersigned, a Notary Public in and for said County and State at Large, hereby certify that Mark O. Amdall and Barry Freeman whose names are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day that, being informed of the contents of the Articles of Incorporation they have executed the same voluntarily on the day the same bears date.

Given under my hand and seal this the 7<sup>th</sup> day of January, 1991.

Kelly Shaw Cooper

NOTARY PUBLIC

My Commission Expires: 6/23/92

THIS INSTRUMENT WAS PREPARED BY:

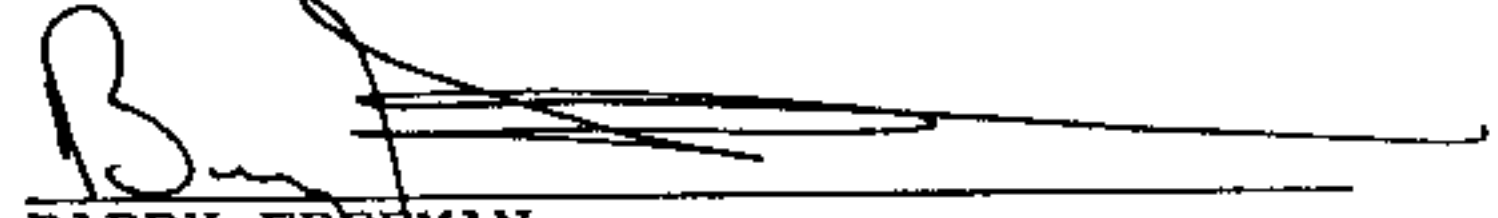
RICHARD W. BELL  
ATTORNEY AT LAW  
201-A YEAGER PARKWAY  
P. O. BOX 427  
PELHAM, ALABAMA 35124  
(205) 663-9000

Exhibit "A"  
SUBSCRIPTION LIST

We, the undersigned, hereby subscribe for the number of shares in the amount and payable as set opposite our respective names, or the capital stock of ALTERNATIVE MOTORS, INC. a corporation organized under the laws of the State of Alabama.

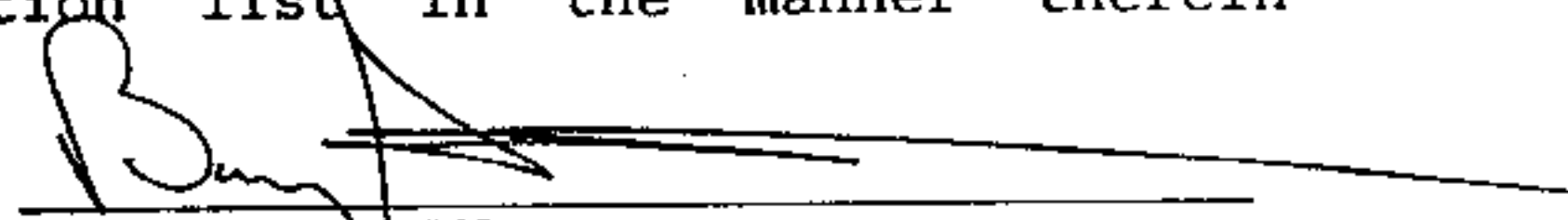
NAME OF SUBSCRIBER	NO. OF SHARES SUBSCRIBED FOR	CONSIDERATION
Mark O. Amdall	50	\$500.00
Barry Freeman	50	\$500.00

  
MARK O. AMDALL

  
BARRY FREEMAN

STATE OF ALABAMA )  
COUNTY OF SHELBY )

Before me Kelly Shaw Cooper, a Notary Public, in and for said State of Alabama at Large personally appeared Barry Freeman, who is known to me and who being by me first duly sworn deposes and says that he is the person designated by the incorporators of Alternative Motors, Inc. to receive subscriptions to the capital stock of the corporation and that the above and foregoing is the subscription list of the incorporators thereof; that the said incorporators have paid in full for such shares of stocks set opposite his respective names on said subscription list in the manner therein described.

  
BARRY FREEMAN

Sworn to and subscribed to before me on this the 7th day of January, 1991, witness my hand and seal of office.

  
NOTARY PUBLIC  
STATE OF ALABAMA AT LARGE

My Commission Expires: 6/23/92



# OFFICE OF THE SECRETARY OF STATE

State of Alabama

**PERRY A. HAND**

SECRETARY OF STATE

## NAME RESERVATION CERTIFICATE

FOR

Alternative Motors, 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 "Alternative Motors, Inc." is reserved as available.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Richard Bell, P. O. Bxox 427, Pelham, AL 35124 for a period of one hundred twenty days beginning December 20, 1990 and expiring April 20, 1991.

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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 20, 1990.

Perry A. Hand  
Secretary of State

# State of Alabama

SHELBY

County

## CERTIFICATE OF INCORPORATION OF

ALTERNATIVE MOTORS, 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 ALTERNATIVE MOTORS, 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 ALTERNATIVE MOTORS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 8th day of

JANUARY, 1991.

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

91 JAN -8 AM 8:16

Thomas A. Snowden, Jr.  
JUDGE OF PROBATE

Thomas A. Snowden, Jr.  
Judge of Probate

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