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ARTICLES OF INCORPORATION

OF

✓ BROWNLEE MOTOR & RESTORATION, INC. /

A BODY CORPORATE

TO THE HONORABLE JUDGE OF PROBATE OF
SHELBY COUNTY:

The undersigned, Jim Brownlee, acting as sole incorporator and desiring to organize a body corporate under the laws of the State of Alabama, hereby adopts the following Articles of Incorporation:

1. The name of the corporation is Brownlee Motor & Restoration, Inc., and the corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm or corporation.

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

(a) To fix, modify, repair or rebuild engines and motors of all kinds, shape and description for any vehicle transported or propelled by gasoline, diesel, electrical or other propulsion motor, as well as the restoration, rebuilding, refurbishing of motor vehicles of every kind and description.

(b) To acquire, by purchase, lease, or otherwise, lands and interests in lands, and to own, hold, improve, develop and manage any real estate so acquired, and to erect, or cause to be erected, on any lands owned, held or occupied by the Corporation, buildings or other structures, with their appurtenances, and to manage, operate, lease, rebuild, enlarge, alter or improve any buildings or other structures, now or hereafter erected on any lands so owned, held or occupied, and to encumber or dispose of any lands or interests in lands, and any buildings or other structures, and any stores, shops, suites, rooms, or part of any buildings or other structures, at any time owned or held by the Corporation.

(c) To acquire, by purchase, lease, manufacture or otherwise, any personal property deemed necessary or useful in the equipment, furnishing, improvement, development, or management of any property, real or personal, at any time owned, held or occupied by the Corporation and to invest, trade and deal in any personal property deemed beneficial to the Corporation, and to encumber or dispose of any personal property at any time owned or held by the Corporation.

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1953 Standard Oil Co.

(d) To purchase, receive, take by grant, gift, bequest or otherwise, lease or otherwise acquire, own, hold, improve, employ, use or otherwise deal in and with real or personal property, or any interest therein, wherever situated, and to sell, convey, lease, exchange, transfer or otherwise dispose of, or mortgage or pledge all or any of its property or assets or any interest therein, wherever situated.

(e) To apply for, register, obtain, purchase, lease, take licenses in respect of or otherwise acquired to hold, own, use, operate, develop, enjoy, turn to account, grant licenses and immunities in respect of, manufacture under and to introduce, sell, assign, mortgage, pledge or otherwise dispose of, and, in any manner deal with and contract with reference to:

(1) inventions, devices, formulae, processes and any improvements and modifications thereof;

(2) letters, patents, patent rights, patented processes, copyrights, designs and similar rights, trademarks, tradenames, trade symbols and other indications of origin and ownership granted by and recognized under the laws of the United States of America, District of Columbia, any state or subdivision thereof, or in any commonwealth, territory, possession, dependency, agency or instrumentality of the United States of America and of any foreign country, and all rights connected with or appertaining thereto;

(3) franchises, licenses, grants and concessions.

(f) To purchase, acquire, hold, improve, sell, convey, assign, exchange, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and character.

(g) To apply for, purchase, or acquire by assignment, transfer or otherwise, and hold, mortgage or otherwise pledge, and to sell, exchange, transfer, deal in and in any manner dispose of, and to exercise, carry out and enjoy any license, power, authority, concession, right or privilege which any corporation may make or grant.

(h) To manufacture, purchase or otherwise acquire, own, mortgage, pledge, sell, assign and transfer, exchange or otherwise dispose of, and invest, and trade and deal in and with goods, wares and merchandise and personal property of every class and description, whether or not the same specifically pertain to the classes of business above specified; and to own and operate mines, plants, factories, mills, warehouses, yards, merchandise stores, commissaries and other installations or establishments of whatever character or description, together with the equipment, rolling stock and other facilities used or useful in connection with or incidental thereto.

(i) To acquire bonds or stocks of this corporation or otherwise, the good will, rights, assets and property, and to undertake or assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

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(j) To purchase or otherwise acquire, hold, use, sell, assign, lease, mortgage or in any manner dispose of, and to take, exchange and grant licenses, or other rights therein, in respect of letters patent of the United States or any foreign country, patent rights, licenses and privileges, inventories, improvements, processes, formulae, methods, copyrights, trademarks and trade names, relating to or useful in connection with any business object or purposes of the corporation.

(k) To acquire, by purchase, subscription or otherwise, and to own, hold, sell and dispose of, exchange, deal in and deal with stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages and securities executed by any individual or by any corporation of Alabama or any other state or foreign country, whether public or private, government or municipality or otherwise, and to issue and exchange for all such stocks, bonds, debentures, obligations, evidences of indebtedness, promissory notes, mortgages or securities, the stocks, bonds, debentures or other evidence of indebtedness of this corporation, and this corporation shall have express power to hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of capital stocks, bonds, debentures, promissory notes, mortgages and securities so acquired by it, and, while the owner thereof, to exercise all the rights, privileges and powers of ownership, including the right to vote thereon, to the same extent as a natural person may do, subject to the limitations, if any, on such rights now or hereafter provided by the laws of Alabama.

(l) To endorse, or otherwise guarantee, or obligate itself for, or pledge or mortgage all or any part of its properties for the payment of the principal and interest, or either, on any bonds, debentures, notes, scrip, coupons or other obligations or evidences of indebtedness, or the performance of any contract, mortgage, or obligation, of any other corporation or association, domestic or foreign, or of any firm, partnership or joint venture.

(m) To enter into, make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, county, state, territory, government, governmental subdivision or body politic.

(n) To acquire the good will, rights, assets and properties, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock or other securities of the corporation, or otherwise; to hold, or in any manner dispose of, the whole or any part of the property so acquired; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient in and about the conduct and management of any such business.

(o) To borrow and lend money, without security, or upon the giving or receipt of such security as the Board of Directors of the corporation may deem advisable by way of mortgage, pledge, transfer, assignment, or otherwise, of real and personal property of every nature and description, or by way of guaranty, or otherwise.

(p) To draw, make, accept, endorse, discount, execute and issue promissory notes, drafts, bills of exchange, warrants, debentures, and other negotiable or transferable instruments.

(q) To issue bonds, debentures or other securities of obligations and to secure the same by mortgage, pledge, deed of trust or otherwise.

(r) To act as agent, jobber, broker or attorney in fact in buying, selling and dealing in real and personal property of every nature and description and leases respecting the same and estates and interests therein and mortgages and securities thereon, in making and obtaining loans, whether secured by such property or not, and in supervising managing and protecting such property and loans and all interest in and claims affecting the same.

(s) To purchase, take, receive, redeem or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares of stock, and its bonds, debentures, notes, scrip or other securities or evidences of indebtedness, and to hold, sell, transfer or reissue the same.

(t) To enter into any plan or project for the assistance and welfare of its employees.

(u) To enter into any legal arrangements for sharing of profits, union of interest, reciprocal concessions, or cooperation, as partner, joint venturer or otherwise, with any person, organization, entity or other body whatsoever, domestic or foreign, carrying on or proposing to carry on any business or transaction deemed necessary, convenient or incidental to carrying out of any of the objects of this corporation.

(v) To have one or more offices to carry on all of its operations and business without restriction or limit as to amount, in any of the states, districts, territories or possessions or colonies of the United States, and in any and all foreign countries, subject to the laws of such state, district, territory, possession, colony or country.

(w) To carry on any other business in connection with the foregoing.

(x) To do any and all of the things herein set out and such other things as are incidental or conducive to the attainment of the objects and purposes of this corporation, to the same extent as natural persons might or could do and in any part of the world, as principal, factor, agent, contractor, or otherwise, either alone or in conjunction with any person, firm, association, corporation or any entity of whatsoever kind, and to do any and all such acts and things and to exercise any and all such powers to the full extent authorized or permitted to a corporation under any laws that may be now or hereafter applicable or available to this corporation.

The foregoing clauses, and each phrase thereof, shall be construed as objects and purposes of this corporation, as well as powers and provisions for the regulation of the business and the conduct of the affairs of the corporation, the directors, and shareholders thereof, all in addition to those powers specifically conferred upon the corporation by law, and it is hereby expressly provided that the foregoing specific enumeration of purposes and powers shall not be held to limit or restrict in any manner the powers of the corporation otherwise granted by law. Nothing herein contained, however, shall be construed as authorizing this corporation to carry on the business of banking or that of a trust company or the business of insurance in any of its branches.

3. The location of the initial registered office of the corporation shall be 1953 Chandaway Drive, Pelham, Alabama 35124, County of Shelby, State of Alabama and the initial registered agent at such address is Jim Brownlee.

4. The amount of total number of shares authorized to be issued shall be One Thousand (1,000) shares, having a par value of One Dollar (\$1.00). The amount of paid-in capital stock with which the corporation shall begin business shall be One Hundred Dollars (\$100.00) divided into One Hundred (100) shares having a par value of One Dollar (\$1.00) each.

5. The name and post office address of the incorporator is as follows:

<u>NAME</u>	<u>POST OFFICE ADDRESS</u>
Mr. Jim Brownlee	1953 Chandaway Drive Pelham, AL 35124

6. The names and post office addresses of the directors who shall hold office until the first annual meeting of shareholders and until their successors have been elected and qualified are as follows:

NAME OF DIRECTOR

POST OFFICE ADDRESS

Ms. Jo Brownlee

1953 Chandaway Drive
Pelham, AL 35124

Mr. Jim Brownlee

1953 Chandaway Drive
Pelham, AL 35124

7. The period for the duration of the corporation shall be perpetual.

8. This corporation may, from time to time, lawfully enter into any agreement to which all, or less than all, the holders of record of the issued and outstanding shares of its capital stock shall be parties, restricting the transfer of any or all shares of its capital stock represented by certificates therefor upon such reasonable terms and conditions as may be approved by the Board of Directors of this corporation, provided that such restrictions be stated upon each certificate representing such share.

9. All persons who shall acquire stock in this corporation shall acquire it subject to the provisions of this Articles of Incorporation, as the same from time to time may hereafter be amended. So far as not otherwise expressly provided by the laws of the State of Alabama, the corporation shall be entitled to treat the person or entity in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the corporation shall have notice thereof.

10. The Chairman of the Board, the President and the Vice-President shall have authority to execute all deeds, mortgages, bonds and other contracts requiring a seal, under the seal of the corporation and the Secretary or any Assistant Secretary shall have authority to affix said seal to instruments requiring it, and attest the same.

11. The corporate powers shall be exercised by the Board of Directors, except as otherwise provided by statute or by this Articles of Incorporation. In furtherance and not in limitation of the powers conferred by state, the Board of Directors is hereby expressly authorized:

(a) to adopt, alter, amend and repeal the By-Laws of the corporation, but By-Laws so made by the directors may be altered or repealed by the directors or shareholders; and,

(b) To fix and determine and to vary the amount of working capital of the corporation; to determine whether any, and if any, what part, of any accumulated profits shall be declared and paid as dividends; to determine the date or dates for the declaration and payment of dividends; and to direct and determine the use and disposition of any surplus or net profits over and above the capital stock paid in.


The corporation may, in its By-Laws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon directors by statute.

12. No contract or other transaction between the corporation and one or more of its Directors or any other firm, association or corporation or entity in which one or more of its Directors are Directors or Officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such Director or Directors are present at the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, if the contract or transaction is fair and reasonable to the corporation and if either:

(1) The fact of such relationship or interest is disclosed to the Board of Directors or committee which authorizes, approves or ratifies the contract or transaction, by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(2) The fact of such relationship or interest is disclosed to the shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto subscribed his name to this Articles of Incorporation on this the ____ day of _____, 19____.


Jim Brownlee

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STATE OF ALABAMA

I, Billy Joe Camp, 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, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Brownlee Motor & Restoration, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Richard Vincent, P. O. Box 2784, Birmingham, AL 35202 for a period of one hundred twenty days beginning January 30, 1991 and expiring May 31, 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 this day.
January 30, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY County

CERTIFICATE OF INCORPORATION OF

BROWNLEE MOTOR & RESTORATION, 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 BROWNLEE MOTOR & RESTORATION, 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 BROWNLEE MOTOR & RESTORATION, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of FEBRUARY, 19 91

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

91 FEB 12 PM 12:49

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Recd 35.00
Fees 3.00
38.00

