

1814

ARTICLES OF INCORPORATION

OF

Eagle Armature Co., Inc.

The undersigned, for the purpose of forming a Corporation under the Alabama Business Corporations Act hereby adopts the following Articles of Incorporation:

1. The name of the Corporation is Eagle Armature Co., Inc.
2. The term of existence of the Corporation shall be perpetual.
3. The purpose of which the Corporation is organized shall be for the purpose of rebuilding old automotive parts and for the sale of such old automotive parts and new auto parts for profit, as well as the transaction of any or all lawful businesses for which a Corporation may be incorporated under the Alabama Business Corporation Act.
4. The Corporation shall have authority to issue an aggregate number of shares totalling one thousand (1000). Said shares shall consist of one class only, to-wit, common shares, for which the par value of each is one (\$1.00) dollar.
5. The Board of Directors of the Corporation shall maintain authority to amend these Articles to expand or alter the class of shares, to establish series, and fix and determine the variations in the relative rights and preferences between the series. The Corporation shall have the authority to file with Internal Revenue Service as an "S Corporation".
6. Shares of the Corporation may be freely transferred, except that a shareholder desiring to transfer any such shares of the corporate stock shall first offer to the Corporation, or to any other Shareholder of the Corporation, or to any combination of the foregoing, prior opportunity, to be exercised within a reasonable time, to acquire the "restrictive transfer" shares, at the

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 J. H. Shears

reasonable market value thereof. Each Shareholder of the Corporation shall further have the preemptive right to purchase treasury shares of the Corporation.

7. The location and mailing address of the initial registered office, and the initial registered agent shall be:

William D. Day  
3881 Highway 25  
Montevallo, Alabama 35115

8. The number of Directors constituting the initial Board of Directors shall be three (3). The names and addresses of the persons who are to serve as Directors until the first annual meeting of Shareholders, or until their successors be elected or qualify are:

William D. Day	Howard L. Schwass	Ralph Fearrell Lucas
3881 Highway 25	3881 Highway 25	3881 Highway 25
Montevallo, AL 35115	Montevallo, AL 35115	Montevallo, AL 35115

9. The names and addresses of the Incorporators are:

William D. Day	Howard L. Schwass	Ralph Fearrell Lucas
3881 Highway 25	3881 Highway 25	3881 Highway 25
Montevallo, AL 35115	Montevallo, AL 35115	Montevallo, AL 35115

I, the undersigned have subscribed my name this 28<sup>th</sup> day of February, 1991.

William D. Day  
William D. Day

Incorporator

Ralph Fearrell Lucas

Ralph Fearrell Lucas

Incorporator

Howard L. Schwass  
Howard L. Schwass

Incorporator



# 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:

Eagle Armature Co., Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Mitchell Spears, P.O. Box 91, Montevallo, AL 35115 for a period of one hundred twenty days beginning February 13, 1991 and expiring June 14, 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.

February 13, 1991

Date

A handwritten signature in dark ink, appearing to read "Billy Joe Camp", written over a horizontal line.

Billy Joe Camp

Secretary of State

# State of Alabama

SHELBY

County

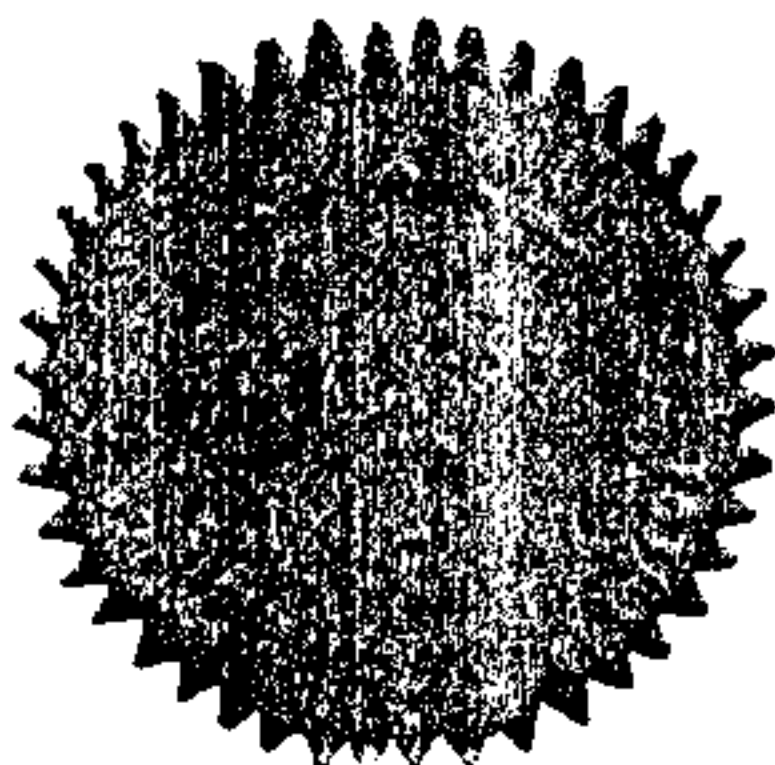
## CERTIFICATE OF INCORPORATION OF

EAGLE ARMATURE CO., 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 EAGLE ARMATURE CO., 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 EAGLE ARMATURE CO., INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 28th day of FEBRUARY, 19 91.



STATE OF ALA. SHELBY  
I CERTIFY THIS  
INSTRUMENT WAS FILED

91 FEB 28 PM 2:01

*Thomas A. Snowden, Jr.*  
JUDGE OF PROBATE

*Thomas A. Snowden, Jr.*  
Judge of Probate

Rec 35.00  
Jud 3.00  
38.00