

2089

ARTICLES OF INCORPORATION
OF
MARVIN JOHNSON AUTO SERVICE, INC.

The undersigned as incorporators, desiring to organize a body corporate under the laws of the State of Alabama, do make, sign and file this ARTICLES OF INCORPORATION as follows;

ARTICLE ONE

The name of the Corporation is MARVIN JOHNSON AUTO SERVICE, INC.

ARTICLE TWO

The period of its duration shall be unlimited and perpetual.

ARTICLE THREE

The purpose or purposes for which the Corporation is organized is to own and operate an auto and truck repair business.

ARTICLE FOUR

The aggregate number of shares which the Corporation shall have authority to issue is Two Hundred (200) shares of common stock, all of the same class and with a par value of Ten and 00/100 Dollars (\$10.00) per share. The amount of the total authorized capital stock with which this corporation shall begin business shall be \$1,000.00, representing 100 shares of stock issued having been paid for in cash.

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Louis Meyrano
1017 Park Place Tower
10 25202

No holder of any stock in the Corporation shall be entitled as of right to purchase or subscribe for any part of any unissued or treasury stock of the Corporation, or of any additional stock of any class to be issued by reason of any increase of the authorized capital stock of the Corporation, or bonds, certificates of indebtedness, debentures, or other securities convertible into stock of the Corporation, but any such unissued or treasury stock or any such additional authorized issue of any new stock, or any securities convertible into stock, may be issued and disposed of by the Board of Directors to such person, firms, corporations or associations and upon such terms as the Board of Directors may in its discretion determine, without offering to the stockholders then of record, or any class of stockholders, on the same terms or on any terms.

ARTICLE FIVE

The corporate power 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 statute, the Board of Directors is expressly authorized:

(a) To make and alter the By-Laws of the Corporation, but By-Laws so made by the directors may be altered or repealed by the directors or stockholders.

(b) To fix and determine and 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; to direct and determine the payment of dividends; 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, by 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 it by statute.

ARTICLE SIX

The address of the initial registered office of the Corporation is 3323 Highway 31 South, Pelham, Alabama, 35124, and the name of its initial registered agent as such address is Marvin Johnson.

ARTICLE SEVEN

The number of directors constituting the initial Board of Directors of the Corporation is Two (2) and the name and address of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors are elected and shall qualify is:

Marvin Johnson	James Sharer
336 8th Street, S. W.	1982 Chandalar Court
Alabaster, AL 35007	Pelham, AL 35124

ARTICLE EIGHT

The name and address of the incorporators and subscribers to the capital stock and the number of shares subscribed to are as follows:

Marvin Johnson	
336 8th Street, S. W.	50
Alabaster, AL 35007	
James Sharer	
1982 Chandalar Court	50
Pelham, AL 35124	

IN WITNESS WHEREOF, the undersigned incorporators have hereunto subscribed their signature to these Articles of Incorporation on this the 26th day of April, 1991.

Marvin Johnson
MARVIN JOHNSON

James Sharer
JAMES SHARER

STATE OF ALABAMA)
JEFFERSON COUNTY)

I, the undersigned, a Notary Public, do hereby certify that on this the 26th day of April, 1991, personally appeared Marvin Johnson and James Sharer, who, being by me first duly sworn, declared that he is the person who signed the foregoing document as incorporator, and the statements contained are true.

Casote Stephenson
NOTARY PUBLIC
My commission expires: 11-30-94

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This instrument was prepared by:

LOUIS MEZRANO
Attorney at Law
1005 Park Place Tower
Birmingham, Alabama 35203
252-0909

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:

Marvin Johnson Auto Service, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Lou Mezrano, 1017 Park Place Tower, Birmingham, AL 35203 for a period of one hundred twenty days beginning April 15, 1991 and expiring August 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.

April 15, 1991

Date

Billy Joe Camp

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

MARVIN JOHNSON AUTO SERVICE, 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 MARVIN JOHNSON AUTO SERVICE, 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 MARVIN JOHNSON AUTO SERVICE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 30th day of

APRIL, 19 91

Thomas A. Snowden, Jr.
Judge of Probate

91 APR 30 AM 8:02

Recd 35.00
Jud 3.00
38.00