

2328

ARTICLES OF INCORPORATION
of
SOUTHERN AUTO GLASS, INC.

STATE OF ALABAMA)
JEFFERSON COUNTY)

Under and by virtue of the 1975 Code of Alabama and other applicable laws of the state of Alabama, the undersigned, Ginger Rich and Ricky Tunnell, do hereby make and file this certificate pursuant to the provisions of said laws, and becomes thereunder a body corporate, for the purpose of carrying on business herein after described, and hereby declare and certify as follows:

ARTICLE I

NAME OF THE CORPORATION:

The name of the corporation shall be Southern Auto Glass, Inc.

ARTICLE II

The period of duration of this corporation shall be perpetual.

ARTICLE III

OBJECTS AND PURPOSES:

1. The express purpose of this corporation is to manufacture, sell and install all types of glass for motor vehicles.
2. To contract for all general purposes to accomplish the business listed above.
3. To manufacture, purchase, acquire, invest in, own, mortgage, pledge, sell, assign, other otherwise dispose of, trade, and deal in goods, wares, and merchandise and personal property of every description.

SHELDON PERHACS
ATTORNEY AT LAW
1607 21st STREET, SO.
BIRMINGHAM, AL 35205

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4. To acquire, pay for in cash, stocks and bonds of this corporation or otherwise, the goodwill, rights, assets and property and to assume the whole or any part of the obligations or liabilities of any person, firm, association or corporation.

5. To borrow or raise moneys for any other purpose of this corporation, and to make, endorse, execute, and issue promissory notes, bonds, mortgages, conveyances, or assignments, of the whole or any part of the property of the corporation.

6. To purchase, hold, sell, transfer, mortgage, or otherwise encumber real property and to improve the same for use in connection with the corporate business or as an investment or in any manner permitted by law.

7. In general, to carry on any business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Alabama upon corporations formed under the "Alabama Business Corporation Act" of the state of Alabama, and to do any and all of the things herein after set forth to the same extent as natural persons might or could do.

The objects and purposes specified in the foregoing provisions shall, except where otherwise expressed, not be limited or restricted by reference to or inference from the terms of any other clause of this Certificate of Incorporation. The objects and purposes specified in each of the foregoing clauses of this article shall be regarded as independent objects and purposes.

ARTICLE IV

LOCATION AND MAILING ADDRESS OF INITIAL REGISTERED OFFICE AND NAME OF INITIAL REGISTERED AGENT:

The location and mailing address of the initial registered office and its registered agent shall be:

GINGER RICH
HWY 31, MAINSTREET
CALERA, ALABAMA 35040

ARTICLE V

CAPITAL STOCK:

1. The amount of total authorized capital stock for this corporation shall be One Hundred Dollars (\$100.00) divided into one hundred shares (100) of stock. The stock shall have a par value of one Dollar (\$1.00) per share, and all of the stock being issued as shown by the subscription list marked Exhibit "A" has been paid for in cash or by the transfer of property of equivalent value.

2. The number of authorized shares of stock may be increased or decreased by an amendment of the certificate of incorporation authorized by the affirmative vote of the holders of a majority of the voting common stock outstanding.

3. The one hundred (100) shares of stock issued for the purpose of incorporation shall be designated as voting common stock.

4. All rights to vote and all voting power shall be vested exclusively in the shares of voting common stock.

5. At each election for Directors, every stockholder entitled to vote at the election shall have the right to vote in personal proxy the

number of shares owned by him or her for as many persons as there are Directors to be elected. Cumulative voting by the stockholders is hereby denied.

6. The holders of the voting common stock shall have pre-emptive rights to purchase any stock of the corporation herein after issued regardless of the kind of stock issued.

ARTICLE VI

ISSUANCE OF ADDITIONAL STOCK:

Additional shares of stock may be issued or disposed of by the Board of Directors to such persons and upon such terms as it in its absolute discretion may deem advisable.

The corporation may from time-to-time issue its shares of stock for consideration as may be fixed from time-to-time by the Board of Directors. The Board of Directors may receive payment for the stock in cash, labor done, personal property, real property, leases of real property, or for anything of value. The corporation may issue any kind of stock that it desires to issue. In absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of any labor or property shall be conclusive.

All persons who acquire stock in the corporation shall acquire it subject to the provisions of this certificate. The corporation shall be entitled to treat the person or entity whose name appears as the registered owner of the stock as the owner for all purposes, and the corporation shall not be bound to recognize any other claims or interest in the stock.

ARTICLE VII

INCORPORATORS:

The names and addresses of the incorporators and the number of shares subscribed by each are as follows:

<u>NAME</u>	<u>NUMBER OF SHARES</u>	<u>ADDRESS</u>
GINGER RICH	50	Rt. 2, Box 6070 Jemison, AL 35085
RICKY TUNNELL	50	Rt. 1, Box 505 Lower Coalburg Road Fultondale, AL 35068

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

The number of Directors constituting the Board of Directors is Two (2) and the names and addresses of the first Directors who will serve until the first annual meeting, or until their successors are elected, are:

<u>NAME</u>	<u>ADDRESS</u>
GINGER RICH	Rt. 2, Box 6070 Jemison, AL 35085
RICKY TUNNELL	Rt. 1, Box 505 Lower Coalburg Road Fultondale, AL 35068

ARTICLE IX

OFFICERS OF INITIAL BOARD OF DIRECTORS:

The names and addresses of the officers of the Board of Directors, and the office held by each chosen for the first year are as follows:

<u>NAME</u>	<u>OFFICE</u>	<u>ADDRESS</u>
GINGER RICH	President/ Secretary	Rt. 2, Box 6070 Jemison, AL 35085
RICKY TUNNELL	Vice President/ Treasurer	Rt. 1, Box 505 Lower Coalburg Road Fultondale, AL 35068

Notwithstanding any contrary provisions contained in this charter, the stockholders holding the majority of outstanding stock may remove all of any of the Directors of the corporation for any reason before the expiration of their term at any regular or special stockholders' meeting.

ARTICLE X

CORPORATE POWERS OF THE BOARD OF DIRECTORS:

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

(a) To adopt, alter, amend and repeal the bylaws of the corporation, but bylaws so made by the Directors may be altered or repealed by the Directors or stockholders; 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 any surplus or net profits over and above the capital stock paid in;

(c) To take any action which it is authorized or permitted to take by unanimous written consent of all the members of the Board of Directors prior to the taking of such action; provided that such written consent is filed with the minutes of the Board of Directors.

The corporation may, in its bylaws, confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon Directors of statute.

ARTICLE XI

Directors as such may not receive a salary or compensation for their services, provided that nothing herein contained shall be construed to preclude any Director from serving the company in any other capacity and receiving compensation thereto.

ARTICLE XII

In order to transact business on behalf of the corporation, the Directors must agree with each other and the agreement shall be evidenced by an affirmative vote from all of the Directors. In the event that additional Directors are established, a majority of the Directors shall constitute a quorum for the transaction of business of this Corporation.

ARTICLE XIII

RESERVATION OF RIGHT TO AMEND CERTIFICATE OF INCORPORATION:

The corporation reserves the right to amend, alter, change, or repeal any provisions contained in this Certificate of Incorporation in

the manner now or hereafter prescribed by law, and all the provisions of this Certificate of Incorporation and all rights and powers conferred in this Certificate of Incorporation stockholders, directors, and officers are subject to this reserved power.

WHEREFORE, these incorporators file this, their Certificate and tender to the Probate Judge of Jefferson County, Alabama, the lawful fees and charges, and pray that this Certificate may be examined and approved, and that this corporation may be deemed to be incorporated for the purposes herein set out.

IN WITNESS WHEREOF, the undersigned incorporators have hereto subscribed their signatures to this Certificate of Incorporation this 28th day of May, 1991.


GINGER RICH


RICKY TUNNELL

THIS INSTRUMENT PREPARED BY:
Sheldon Perhacs
Attorney at Law
Cambridge Row
1607 21st Street South
Birmingham, AL 35205
(205) 939-3039

EXHIBIT "A"

All of the fifty (50) shares of stock subscribed for by the subscriber listed below are issued and hereby declared to be fully paid stock:

GINGER RICH

50 Shares

\$50.00

STATE OF ALABAMA)
JEFFERSON COUNTY)

Ginger Rich personally appeared before me and, after being sworn, said that she is the agent of Southern Auto Glass, Inc. designated by the incorporators to receive subscriptions to the capital stock, that all of the subscriptions, including the one mentioned above, have been paid for in full by cash or by transfer of property of equivalent value.

Ginger Rich
Ginger Rich, AGENT

Sworn and subscribed for me this 28th day of

May, 1991.

Barbara L. Moss
NOTARY PUBLIC

EXHIBIT "B"

All of the fifty (50) shares of stock subscribed for by the subscriber listed below are issued and hereby declared to be fully paid stock:

RICKY TUNNEL,

50 Shares

\$50.00

STATE OF ALABAMA)
JEFFERSON COUNTY)

Ginger Rich personally appeared before me and, after being sworn, said that she is the agent of Southern Auto Glass, Inc. designated by the incorporators to receive subscriptions to the capital stock, that all of the subscriptions, including the one mentioned above, have been paid for in full by cash or by transfer of property of equivalent value.

Ginger Rich
Ginger Rich, AGENT

Sworn and subscribed for me this 28th day of

May, 1971.

Barbara L. Moss
NOTARY PUBLIC

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:

Southern Auto Glass, Inc.

This domestic corporation name is proposed to be incorporated in Jefferson County and is for the exclusive use of Barbara Moss, 1607-21st St. S., Birmingham, AL 35205 for a period of one hundred twenty days beginning May 3, 1991 and expiring September 1, 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 this day.

May 3, 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

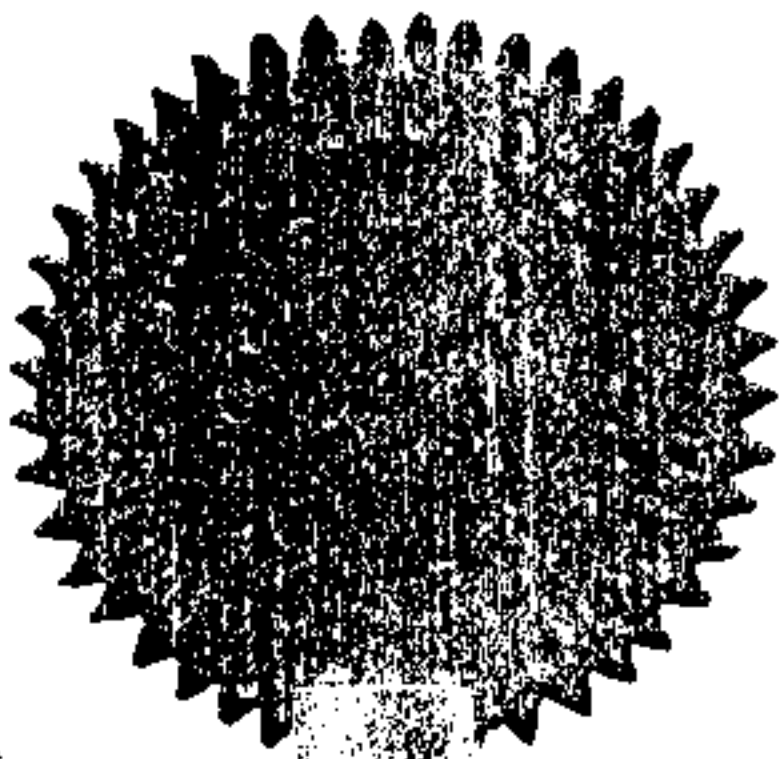
CERTIFICATE OF INCORPORATION OF

SOUTHERN AUTO GLASS, 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 SOUTHERN AUTO GLASS, 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 SOUTHERN AUTO GLASS, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 5th day of JUNE, 1991.



STATE OF ALA. SHELBY
I CERTIFY THIS
INSTRUMENT WAS FILED

91 JUN -5 AM 8:52

Thomas A. Snowden, Jr.
JUDGE OF PROBATE

Thomas A. Snowden, Jr.
Judge of Probate

Rec 35.00
Jud 3.00
38.00