

ARTICLES OF INCORPORATION
OF

BATTERY SHOP, INC.

STATE OF ALABAMA)
SHELBY COUNTY)

TO THE HONORABLE JUDGE OF PROBATE, SHELBY COUNTY:

The undersigned, acting as the incorporator of a corporation under the Code of Alabama, adopts the following Articles of Incorporation for such corporation.

ARTICLE I

The name and style of the proposed corporation is
BATTERY SHOP, INC.

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

The purpose or purposes for which the Corporation is organized are:

(a) To engage in the business of selling and installing batteries and related products.

(b) To do everything necessary and proper for the accomplishment of any of the purposes, or the attainment of any of the objectives or the furtherance of any of the powers hereinbefore set forth, either along or in association with other act or acts, thing or things, incidental to or growing

out of or connected with the aforesaid business of powers, or any part thereof; provided, the same is not inconsistent with the laws under which this corporation is organized.

(c) To borrow money, and to make and issue notes, bonds, debentures, obligations and evidence of indebtedness of all kinds, whether secured by mortgages, pledges or otherwise, without limit as to amount, and to secure the same by mortgages, pledges, or otherwise, and generally to make and perform agreements and contracts of every kind and description; to open and maintain any and all types of bank accounts on behalf of the corporation.

BOOK 046 PAGE 437
(d) The corporation may make and issue promissory notes or debentures containing provisions deferring the payment thereof until all other classes of debts or obligations of the corporation have been paid or provided for, and making the holder of such debentures inferior in right to other classes of creditors, and providing that other classes of creditors shall be preferred in the payment of their claims to be holders of such debentures, and that, in case of dissolution or liquidation, all creditors of the corporation other than the debenture holders shall be entitled to full payment of their claims before any part of the corporation shall be applied to the payment of such debentures; such debentures to be such form and with such provisions as the Board of Directors may prescribe.

(e) To the same extent as natural persons might or could do, purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage, or otherwise dispose of and deal in lands and

personal or mixed property, and any franchise, rights, licenses, or privileges necessary, convenient, or appropriate for any of the purposes herein expressed.

(f) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with all or any part of the property of the company, and from time to time to vary any investment or employment of capital of the company.

(g) To acquire by purchase, subscription, or otherwise and to hold for investment or otherwise, and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, bonds, or any other obligations or securities of any corporation or corporations; To merge or consolidate with any corporation in such manner as may be permitted by law; To aid in any manner any corporation whose stock, bonds, or other obligations are held or in any manner guaranteed by the company, or in which the company is in any way interested; To do any other acts or things for the preservation, protection, improvement or enhancement of the value of such stock, bonds or other obligations to exercise all the rights, powers and privileges of ownership thereof, and to exercise any and all voting powers thereon; To guarantee the payment of dividends upon any stock, or the principal or interest or both, of any bonds or their obligations, and the performance of any contracts.

(h) The company shall have the powers to conduct and carry on its business, or any part thereof, and to one or more offices, and to exercise all or any of its corporate powers and rights in the State of Alabama, and in the various

other states, territories, colonies, and dependencies of the United States, in the District of Columbia, and in all or any foreign countries.

(i) To carry on any business whatsoever that this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or that it may deem calculated, directly or indirectly, to improve the interests of this corporation, and to all things specified in Title 10, Section 10-2-160, Code of Alabama, 1985, as amended and to have and to exercise all powers conferred by the laws of the State of Alabama on corporations formed under the laws pursuant to which and under which this corporation is formed, as such laws are now in effect or may at the time hereafter be amended, and to do any and all things hereinbefore set forth to the same extent and as fully as natural persons might or could do, either along or in connection with other persons, firms, associations, or corporations, any in any part of the world.

(j) To conduct the affairs and to exercise the powers of the corporation and to conduct the business of the corporation outside the territorial United States.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is One Thousand Shares common stock with the par value of One Dollar per share, and the corporation shall begin business with One Thousand Shares.

Ada F. Persons

1000 shares

ARTICLE V

The dates on which the stockholder's annual meeting shall be held, the number of directors and their terms, and the terms of office of the officers and their duties and their powers shall be fixed by the By-Laws of the corporation. Officers may be created by the By-Laws and filled by the Board of Directors. The corporation shall have the power to make By-Laws for the government and regulation of the corporation, its agent, servants, officers and employees.

ARTICLE VI

The address of the initial registered office of the corporation is 3327 Pelham Parkway, Pelham, Alabama 35124 and the name of its initial registered agent at its address is Ada F. Persons.

ARTICLE VII

The number of Directors constituting the initial Board of Directors is one (1), and the name and address of the person who is to serve as director until the first annual meeting of the shareholders or until successors are elected and qualified:

Ada F. Persons	3327 Pelham Parkway	
	Pelham, Alabama	35124

ARTICLE VIII

The name and address of the incorporator is:

Ada F. Persons	3327 Pelham Parkway	
	Pelham Alabama	35124

ARTICLE IX

The names and addresses of the officers are:

John Ferguson President Pelham, Alabama

John Ferguson VP/Secretary Pelham, Alabama

IN WITNESS WHEREOF, the undersigned incorporator, has
subscribed her name to the Articles of Incorporation, on
this the 30th day of December, 1991.



Ada F. Persons

BOOK 046 PAGE 441

JOINT MEETING OF THE STOCKHOLDERS AND DIRECTORS
OF
BATTERY SHOP, INC.

A joint meeting of all of the stockholders of the above Corporation was held in the office of the corporation at Pelham, Alabama, on 12/30/91. Attending was Ada F. Persons.

It was decided that Ada F. Persons would serve as Director and John Ferguson would serve as President and Secretary of the Corporation. Upon motion duly made and seconded, the above motion was unanimously approved.

Each stockholder and director waived notice of the time, place and purpose of the meeting.

There being no further business to come before the Board of Directors, the meeting was adjourned.

Ada F. Persons
Ada F. Persons, Chairman
John Ferguson
John Ferguson, Secretary

BOOK 046 PAGE 442

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:

Battery Shop, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Ferguson, 3327 Highway 31 South, Pelham, AL 35124 for a period of one hundred twenty days beginning January 29, 1992 and expiring May 29, 1992.

BOOK 046 PAGE 443



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 29, 1992

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

BATTERY SHOP, 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 BATTERY SHOP, 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 BATTERY SHOP, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 25th day of FEBRUARY, 19 92.

Thomas A. Snowden, Jr.

Judge of Probate

92 FEB 25 PM 2:20

JUDGE OF PROBATE

Rec 35.00
Jud 3.00
38.00

BOOK 046 PAGE 444