

THIS INSTRUMENT WAS PREPARED BY:  
JACK W. MONROE, JR.  
2013 KENTUCKY AVENUE  
BIRMINGHAM, AL 35216

**ARTICLES OF INCORPORATION  
OF  
PELHAM PARKWAY AUTO SALES, INC.**

The undersigned, desiring to form a corporation pursuant to the general laws of the State of Alabama and the Alabama Business Corporation Act, do hereby certify as follows:

ONE: The name of the corporation, hereinafter referred to as the "Corporation", shall be **PELHAM PARKWAY AUTO SALES, INC.**

TWO: The Corporation will have perpetual existence.

THREE: The object and purpose for which the Corporation is formed is to purchase, buy, acquire, sell and trade automotive vehicles of all types and kinds at the retail and wholesale level; to repair, recondition and refurbish automotive vehicles of all types and kinds; to maintain an inventory of automotive vehicles of all types and kinds; and to provide the necessary services to obtain, maintain and transfer title of said automotive vehicles as required by law or otherwise. It is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of the Corporation.

FOUR: The Corporation shall have authority to issue TWENTY THOUSAND (20,000) shares of capital stock, and shall be the only class authorized to be issued. All shares so issued shall have a par value of ONE DOLLAR (\$1.00) per share.

FIVE: The number of directors of the Corporation shall be specified in the By-Laws of the Corporation, but such number may, from time to time, be increased or decreased in such manner as may be prescribed by the By-Laws. In no event shall the number of directors be less than two (2).

SIX: Pursuant to the provisions of the Internal Revenue Code, Section 1244, the Corporation is authorized to offer for sale and to sell and issue shares of the common stock of the Corporation to the extent authorized by these Articles, for cash at par, or for such other consideration as may be determined by the Board of Directors in accordance with the plan as follows:

(A) The offer, sale and issue of such shares shall be effected in such a manner as shall qualify such stock as "Section 1244 Stock", as such term is used and defined in the Internal Revenue Code and the regulations issued thereunder.

(B) The offer, sale and issue of such stock shall take place during a period commencing September 30, 1992 and terminating September 29, 1994.

(C) The maximum amount to be received by the Corporation for the stock issued and sold shall be ONE HUNDRED THOUSAND DOLLARS (\$100,000.00) in cash or property, other than stock or securities.

SEVEN: The location and mailing address of the Corporation's initial registered office is 3420 Pelham Parkway, Pelham, Alabama 35124. The name of the Corporation's initial registered agent is Larry G. Kay, whose address is 3420 Pelham Parkway, Pelham, Alabama 35124.

EIGHT: The number of directors constituting the initial Board of Directors shall consist of two (2) members, who shall serve as directors until their successors shall be elected and shall qualify. The names and addresses of the initial Board of Directors are as follows:

LARRY G. KAY

3420 Pelham Parkway  
Pelham, Alabama 35124

Inst # 1992-21802

BETTY G. KAY

3420 Pelham Parkway  
Pelham, Alabama 35124

NINE: The names of the incorporators are as follows:

LARRY G. KAY

3420 Pelham Parkway  
Pelham, Alabama 35124

BETTY G. KAY

3420 Pelham Parkway  
Pelham, Alabama 35124

TEN: The names and post office addresses of the officers of the Corporation, chosen for the first year or portion thereof, and until their successors are elected, are as follows:

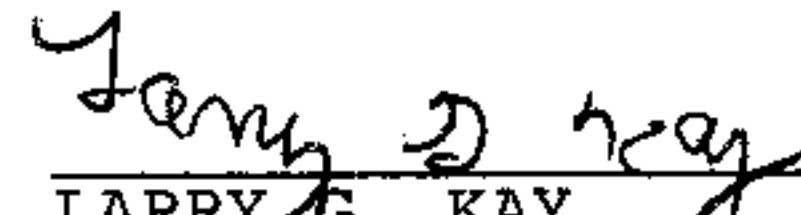
LARRY G. KAY President

3420 Pelham Parkway  
Pelham, Alabama 35124

BETTY G. KAY Secretary  
Treasurer

3420 Pelham, Alabama  
Pelham, Alabama 35124

IN WITNESS WHEREOF, We, the undersigned, for the purpose of forming a corporation under the laws of the State of Alabama, do make, file and record these Articles of Incorporation, and do certify that the facts herein stated are true, and have accordingly hereunder set our hands and seals on this the 30th day of September, 1992.

  
LARRY G. KAY

  
BETTY G. KAY

STATE OF ALABAMA

JEFFERSON COUNTY

BE IT REMEMBERED that on this the 30<sup>th</sup> day of September, 1992, personally appeared before me, the undersigned, a notary public in and for said County in said State, LARRY G. KAY AND BETTY G. KAY, parties to the foregoing Articles of Incorporation, who are known to me personally to be such, and I, having first made known to them the contents of said Aeticles of Incorporation, they did acknowledge that they signed, sealed and delivered the same as their voluntaryact and deed and they depose and say that the facts therein stated are truly set forth.

Given under my hand and seal of office on this the 30<sup>th</sup> of September, 1992.

  
NOTARY PUBLIC

My commission expires:

1/30/96

# 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:

Pelham Parkway Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Jack Monroe, 2013 Kentucky Avenue, Birmingham, AL 35216 for a period of one hundred twenty days beginning September 16, 1992 and expiring January 15, 1993.



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.

September 16, 1992

Date

A handwritten signature in cursive script, 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 PELHAM PARKWAY AUTO SALES, 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 \_\_\_\_\_ PELHAM PARKWAY AUTO SALES, 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 \_\_\_\_\_ PELHAM PARKWAY AUTO SALES, INC. \_\_\_\_\_, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the \_\_\_\_\_ 30 \_\_\_\_\_ day of \_\_\_\_\_ SEPTEMBER \_\_\_\_\_, 19 \_\_\_\_\_ 92 \_\_\_\_\_.

*Thomas A. Snowden, Jr.*

Judge of Probate

Inst # 1992-21802

09/30/1992-21802  
04:17 PM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
004 KJS 88.00