

**ARTICLES OF INCORPORATION**  
**OF**  
**REMOTE WASH & DETAIL, INC.**  
**An Alabama Business Corporation**

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The undersigned, acting as incorporators of a corporation under the Alabama Business Corporation Act, adopt the following Articles of Incorporation for such corporation:

**FIRST**

The name of the corporation is **REMOTE WASH & DETAIL, INC.**

**SECOND**

The period of its duration is perpetual.

**THIRD**

The purpose for which the corporation is organized is to render the following services:

(a) To clean and detail motor vehicles and boats of all types and sizes.

(b) To chimney sweep and/or to clean chimneys.

(c) To clean, upkeep, and maintain yards and lawns, both residential and commercial.

(d) To pressure clean sidewalks, driveways, houses, buildings and other structures of any description.

(e) To sell, purchase, and resell, at retail and/or wholesale, automobiles and other motor vehicles, and also to salvage, dismantle, destroy and make into scrap the same.

(f) The transaction of any or all lawful business for which corporations may be incorporated under this Act.

*Chamblee, Assoc*

Inst # 1993-01032

**FOURTH**

The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1,000) shares with a par value of One and no/100 (\$1.00) Dollar per share.

**FIFTH**

Provisions for the regulation of the internal affairs of the corporation are:

(a) A Board of Directors shall be subject to election at each annual meeting of the Stockholders or in the absence of such election at an adjourned meeting of Stockholders or special meeting of Stockholders thereafter held in accordance with the By-Laws.

(b) Other Officers shall be elected or appointed by the Directors and/or such committee or officer as may be provided by the By-Laws or by resolution of the Board of Directors.

(c) The number of Directors of the corporation shall be fixed from time to time by the By-Laws or by resolution of the Stockholders and may be increased or diminished by change in the By-Laws, or by a resolution of the Stockholders at any regular or special meeting provided that the Board shall consist or not less than one (1) nor more than fourteen (14) directors. Any authorized increase in the number of Directors may be filled by vote of the Stockholders at any regular or special meeting. In the event of any vacancy in the Board of Directors through death, resignation, disqualification or other cause, the vacancy occurring may be filled by the affirmative vote of a majority of not less than a quorum of the remaining Directors, or by a sole remaining Director, and any Director so chosen shall hold office until the next election of Directors when a successor is elected and qualified.

(d) Unless and until changed by the By-Laws, annual meetings of the Stockholders shall be held on the first Monday after the 15th day of April and each year thereafter on a like day at which the Board of Directors shall be elected by the Stockholders and immediately after the adjournment of the annual or other meeting at which a new Board of Directors shall be elected or at such other time and place as may be designated at any such meeting of Stockholders, said Board of Directors shall convene and elect the remaining officers of the company. Each

Director shall hold office until the next annual or subsequent meeting of Stockholders at which a full Board shall be elected, provided, however, that the Stockholders may by action of a majority thereof, at a special meeting, remove the Board of Directors, or any member thereof, or any Officer or Officers and elect successors thereto.

(e) Any action required or proposed to be taken by the Directors or Stockholders of any class, or any executive or other committee, may be validly effected in the following manner without notice or formal meeting: Any resolution or proceeding approved in writing by all of the Stockholders, Directors or members of such committee, as the case may be, by the subscription of their names in writing to the same or concurrent instruments shall be valid and effective as if such action were adopted by the same vote at a regularly called meeting of such Stockholders, Directors or committee as the case may be and shall be effective as of the date therein expressed or, if no effective date shall be designated, as of the date on which the same shall be filed and noted by the Secretary; and such resolution shall thereupon be entered in the minutes of the Corporation under such effective date.

(f) Any Officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the whole Board of Directors, but any other officer or employee of the Corporation may be removed at any time by the vote of the Board of Directors or by any committee or by any superior officer whom authority in the premises may have been delegated by the By-Laws or by resolution of the Directors.

(g) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint from the Directors an Executive Committee, of which a majority shall constitute a quorum, and, such committee shall have and exercise any and all of the powers of the Board of Directors, including the power to cause the seal of the Corporation to be affixed to all papers that may require it.

(h) The Board of Directors, by the affirmative vote of a majority of the whole Board, may appoint other standing committees and such standing committee shall have and may exercise such powers as shall be conferred or authorized by resolution of the Board; and the Board of Directors may, in like manner, confer such authority upon any officer or agent or attorney of the Corporation as it may deem wise.

(i) The Board of Directors may appoint not only other Officers of the Corporation, but also one or more Vice-Presidents, one or more Assistant Secretaries, one or more



Assistant Treasurers, and, all the powers of the President, or the Treasurer and of the Secretary, respectively.

(j) the Board of Directors shall have the power from time to time to fix and direct and determine the use and disposition of any surplus over and above the capital stock paid in, and shall be authorized to disburse any gratuities or donations for the Corporation.

(k) No contract or other transaction between this Corporation and any other Corporation and no act of this Corporation shall in any way be affected or invalidated by the fact that any of the Officers or Directors of this corporation are pecuniary or otherwise interested in, or are directors or officers of such corporation; any Director individually or any firm of which any Director may be a member, may be a party to or may be pecuniary or otherwise interested in any contract or transaction of this Corporation; any Director of this Corporation who is also a director of or officer of such other Corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this Corporation which shall authorize any such contract or transaction with like force and effect as if he were not such Director or Officer of such other Corporation or not so interested.

(l) In the event the Corporation on formation shall have by inadvertence failed to comply with all applicable provisions of the Laws of the State of Alabama governing the formation of corporations, the provisions of these Articles shall be deemed to be amended to correct any errors or supply any omissions as of the date of filing hereof.

#### SIXTH

The address of the initial registered office of the corporation is:

33 Edwards Lane  
Wilsonville, AL 35186

and the name of its initial registered agent at such address is:

BRAD A. COX

**SEVENTH**

The number of Directors constituting the initial Board of Directors of the Corporation is, two (2) and the names and addresses 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 are:

**NAME**

**ADDRESS**

BRAD A. COX

33 Edwards Lane  
Wilsonville, AL 35186

GARY M. TOLBERT

3420 River Tree Lane  
Birmingham, AL 35223

**NINTH**

Each Shareholder shall have a preemptive right to purchase shares of any class of capital stock of the Corporation, including treasury shares.

**TENTH**

No Shareholder may sell or transfer any share of stock interest in the Corporation without first obtaining the consent and approval of all other Shareholders of the Corporation. This restriction on the transfer of the Corporation's stock is based upon the following purpose:

(a) To maintain the integrity, original intent and honor of the corporate structure and (b) to honor that certain buy-sell agreement which exists between the Shareholders.

**ELEVENTH**

For purposes of determining the number of holders of record of the stock of the Corporation, stock which is held in joint tenancy or common tenancy or by the entireties shall be treated as held by one Shareholder.

**TWELFTH**

All of the Corporation's issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than ten (10) persons.

Any amendment to terminate the Corporation's status as a Close Corporation, must be approved by a majority of all stockholders.

The formation of the Corporation as a Close Corporation has been authorized by the affirmative vote of all holders of and subscribers to shares of the Corporation.

**THIRTEENTH**

The Corporation shall have the right to purchase, take, receive or otherwise acquire, hold, own, pledge and transfer or otherwise dispose of its own shares. Purchases by the Corporation of its own shares, whether direct or indirect, may be made to the extent of unreserved and unrestricted earned surplus and capital surplus of the Corporation available therefore.

**FOURTEENTH**

The Corporation shall have and may exercise any and all powers which a Corporation incorporated under the Alabama Business Corporation Act may have and exercise. Without in any way limiting the foregoing, this Corporation shall have the power to endorse, or otherwise guarantee, or become a surety with respect to, or obligate itself for, or without becoming liable therefore, nevertheless, to pledge or mortgage all or any part of its properties to secure the payment of the principal of, and interest on, or either thereof, any bonds, including construction or performance bonds, debentures, notes, scrip, coupons, contracts or other obligations or evidences of indebtedness, or the performance of any contract, lease, construction, performance or other bond, mortgage, or obligation of any other corporation or association, domestic or foreign, or any firm, partnership, joint venture, or other person whatsoever, in which this Corporation may have a lawful interest, or on account of, or with respect to, any transaction in which this Corporation shall receive any lawful consideration, advantage or benefit, on any account whatsoever. Irrespective of any other profit, consideration, if any, irrespective of the relative net worth of the Corporation, associations, or persons involved, and of the



relative amounts of obligations involved, this Corporation shall be deemed to have a lawful interest in any corporation, association, or person (a) which owns stock in this Corporation or (b) which owns stock in another Corporation, which owns stock in this Corporation, or (c) in which this Corporation owns stock, or (d) in which another Corporation owns stock which also owns stock in this Corporation, or (e) in which any one or more persons who own stock in this Corporation also own stock, or (f) which or who has entered into any contractual arrangement pursuant to which any such Corporation or person undertakes corresponding or like obligations of endorsement, guarantee, or suretyship, with respect to all or any such obligations, evidences of indebtedness, or contracts of this Corporation, or which may engage with this Corporation, in the conduct of any joint venture or enterprise, or in the use of common facilities or services.


**FIFTEENTH**

The Corporation shall elect to be taxed as an S Corporation under the Internal Revenue Code.

The Corporation shall only authorize and issue one class of stock.

No Stockholder shall do any act (including the sale or transfer of such Stockholder's stock) which shall contravene or revoke the Corporation's election to be taxed as an S Corporation

The undersigned, acting as incorporators of the Corporation named herein in accordance with the Alabama Business Corporation Act, execute these Articles of Incorporation this 11th day of January, 1993.

  
BRAD A. COX

  
GARY M. TOLBERT

Prepared by:

Carl E. Chamblee, Jr.  
CHAMBLEE & ASSOCIATES  
Suite 205  
651 Beacon Parkway West  
Birmingham, Alabama 35209  
(205) 945-8811



# 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:

Remote Wash & Detail, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Carl Chamblee, 651 Beacon Parkway West, Birmingham, AL 35209 for a period of one hundred twenty days beginning December 22, 1992 and expiring April 22, 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.

December 22, 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

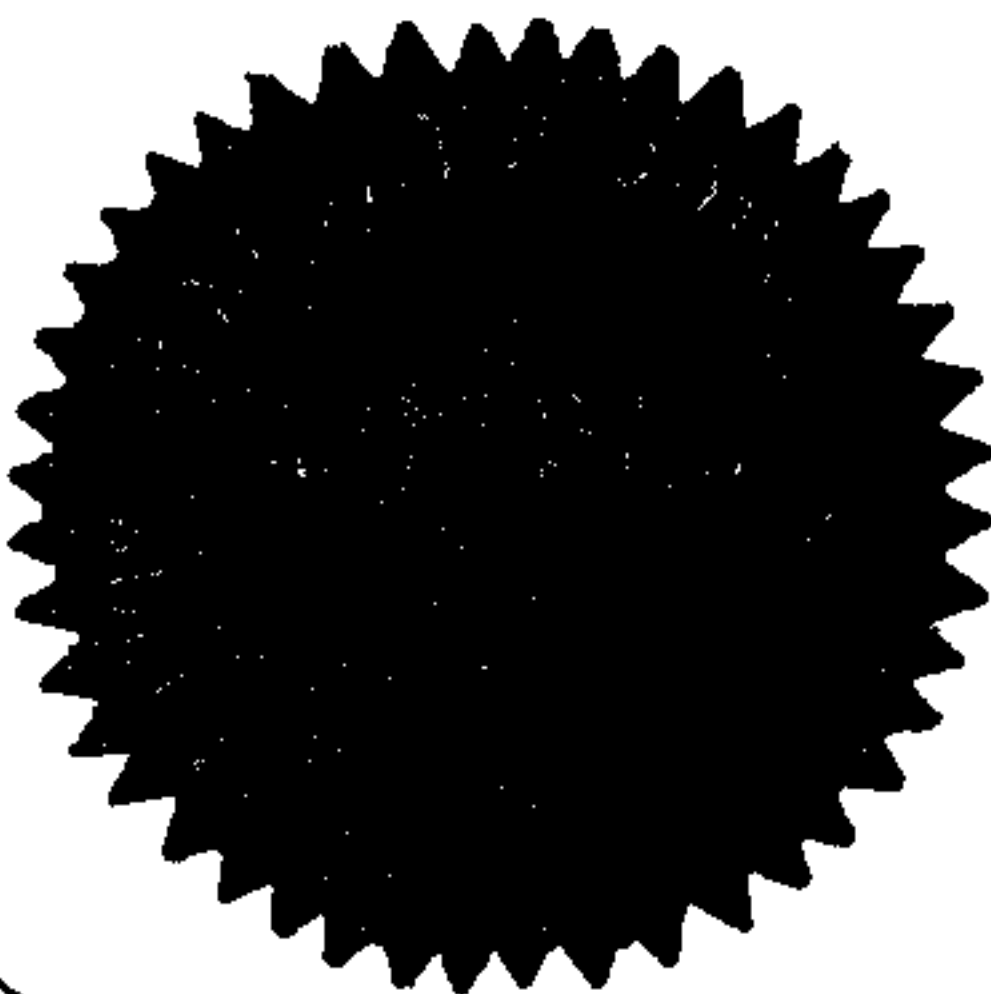
## State of Alabama

SHELBY CountyCERTIFICATE OF INCORPORATION  
OF  
REMOTE WASH & DETAIL, 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 REMOTE WASH & DETAIL, 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 REMOTE WASH & DETAIL, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 12th day of JANUARY, 1993.



Thomas A. Snowden, Jr.  
Judge of Probate  
Inst. # 1993-01032

01/12/1993-01032  
11:06 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
DOD MCD 9800