

This Instrument Was Prepared By:

Theresa A. Tkacik
Attorney At Law
2162 Highway 31 South
Pelham, Alabama 35124

STATE OF ALABAMA)
COUNTY OF SHELBY)

ARTICLES OF INCORPORATION
OF
PELHAM CAR WASH & LUBE, INC.

A CLOSE CORPORATION
UNDER THE ALABAMA CLOSE
CORPORATION STATUTE

The undersigned, whether one or more, in order to form a corporation under and pursuant to the laws of the State of Alabama hereby adopt the following Articles of Incorporation:

1. NAME: The name of the corporation is:
PELHAM CAR WASH & LUBE, INC.
2. CLOSE CORPORATION STATUS: This corporation shall be a close corporation as authorized by the Alabama Business Corporation Act, Sections 10-2A-300 through 10-2A-313, Code of Alabama 1975 and shall be governed by all laws governing or applicable to such close corporations.
3. PERIOD OF DURATION: The period for the duration of the Corporation shall be perpetual.
4. PURPOSES: The purpose for which this corporation is organized is the transaction on any and all lawful business for which corporations may be incorporated under Alabama Business Corporation Act.

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5. AUTHORIZED SHARES: The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1,000 shares of common stock of the par value of One Dollar and No/100's (\$1.00) per share.

6. RESTRICTIONS ON TRANSFER OF STOCK: All issued shares of stock of this corporation shall be subject to the following restrictions of transfer:

(A.) For purposes of this paragraph 6:

(1.) A shareholder desiring to sell or otherwise transfer, give, or assign his or her stock in this corporation, in whole or in part, shall be referred to as "offeror";

(2.) A non-shareholder to whom such sale or other transfer is proposed shall be referred to as the "offeree"; and

(3.) The shareholders, individually and collectively, of this corporation, other than the shareholders-offeror, shall be referred to as the "optionee(s)".

(B.) Any shareholder in this corporation may, without restrictions or limitations, sell, or otherwise transfer, his or her stock herein, in whole or in part, to any other shareholder(s), in this corporation.

(C.) In the event any shareholder desires to sell or otherwise transfer his or her stock herein, in whole or in part, to a bona fide offeree other than a then existing shareholder, the following procedures shall be followed:

(1.) The offeror shall furnish and deliver to the corporation and to the optionee(s), at each of their last known mailing addresses, a letter of intent, containing the name and address of the offeree, and complete details as to the terms and conditions of the offer under which said sale or other transfer is to be effectuated.

(2.) The offeror shall grant to the corporation the first option and shall grant to the other shareholders of the corporation the second option to purchase said stock or effectuate such transfer of said stock to it or themselves, under the same terms and conditions as set forth in the letter of intent described in subparagraph (1) herein above.

(3.) The corporation shall be considered as the primary optionee and shall have thirty (30) days from the date of receipt of the letter of intent within which to exercise such option, by letter in writing, addressed to the offeror, and copies thereof to each of the other optionee's, at each of their last known mailing addresses. Upon the failure of the corporation to exercise its option, each of the other optionee shall have thirty (30) days from

the date of the expiration of the first option period within which to exercise their said option. In the absence of any other agreement between or among the optionee, if all the optionee elect to purchase said stock, said stock offer shall be purchased by the optionee in the same proration as their respective stock ownership. If all optionee do not elect to purchase their proportionate share of the offeror's stock, such optionee who desire to purchase such stock shall each be entitled to purchase such proportionate share of the offeror's stock at the percentage of his or her respective stock interest in the bears to the total percentage of all stock interest in the corporation held by all of the optionee desiring to purchase the offeror's stock. Notwithstanding the foregoing, the election of the optionee to purchase proportionate shares of the offeror's stock not aggregating the offeror's entire stock shall be of no effect.

(4.) If the corporation and the optionee fail to elect to purchase said stock within said option period, then the offeror shall be free to sell all of his or her stock to the original offeree at the price and upon the terms and conditions set forth in said offer, provided, however that such sale must be consummated within sixty days following the expiration of the optionee's second option.

(5.) Upon a sale or other transfer to the offeree, the offeree will then hold said stock as a shareholder, subject to all the terms and conditions of these Articles of Incorporation in the place and stead of the selling shareholder, including the provisions contained in this Paragraph 6.

(6.) If said sale is not made between selling shareholder and such other purchaser within said sixty days period after the expiration of the second option, all of the terms, conditions, and restrictions of this Paragraph 6 of these Articles of Incorporation shall be reinstated and the right of the selling shareholder to sell to such purchaser to said original offer shall terminate.

(7.) The purchase price of said optionor's shares if elected by the Corporation or by another then shareholder shall be for a price determined by the value of any equipment plus any inventory owned or belonging to the Corporation at the time said shares are offered for sale/purchase.

7. REGISTERED OFFICE/INITIAL REGISTERED AGENT: The location and mailing address of the corporation's registered office, and name of its initial registered agent at such address are:

NAME OF
INITIAL
REGISTERED AGENT

Guy Jerome Smith

LOCATION AND MAILING
ADDRESS
OF REGISTERED OFFICE

101 CANYON PARK DRIVE
PELHAM, ALABAMA 35124

8. INITIAL BOARD OF DIRECTORS: The initial Board of Directors shall consist of two. The name and address of the persons who shall serve as Director or Directors until the first annual meeting of the shareholders of the corporation or until the successor or successors to such directors be elected and qualify are:


<u>NAME</u>	<u>ADDRESS</u>
Guy Jerome Smith	2406 Tyler Road Birmingham, Alabama 35226
Nell T. Smith	2406 Tyler Road Birmingham, Alabama 35226

9. INCORPORATORS: The name and address of each incorporator, whether one or more, are:

<u>NAME</u>	<u>ADDRESS</u>
Guy Jerome Smith	2406 Tyler Road Birmingham, Alabama 35226
Nell T. Smith	2406 Tyler Road Birmingham, Alabama 35226

10. LIMITATION ON NUMBER OF SHAREHOLDERS: All of the corporations issued shares of all classes, exclusive of treasury shares, shall be held of record by not more than thirty (30) persons. For purposes of determining the number of holders of record of the stock of this corporation, stock which is held in joint or common tenancy or by the entirety shall be treated as held by one shareholder.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation on the 8th day of April, 1994.


Guy Jerome Smith-Incorporator

Nell T. Smith
Nell T. Smith-Incorporator

STATE OF ALABAMA)
COUNTY OF SHELBY)

I, the undersigned Notary Public, for the State of Alabama, County of Shelby, hereby certify that Guy Jerome Smith and Nell T. Smith., whose names are signed to the foregoing Articles of Incorporation, and who are known to me, acknowledged before me on this day, that, being informed of the contents of such instrument, they executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this the 8th day of April, 1994.

Meresa A. Bacik
Notary Public MY COMMISSION EXPIRES SEPTEMBER 19, 1997
My Commission Expires:

STATE OF ALABAMA

I, Jim Bennett, 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 Car Wash & Lube, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Theresa Tkacik, 2162 Hwy 31 South, Pelham, AL 35124 for a period of one hundred twenty days beginning April 5, 1994 and expiring August 4, 1994.



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 5, 1994

Date

A handwritten signature in black ink that reads 'Jim Bennett'. The signature is written in a cursive, flowing style.

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION
OF

PELHAM CAR WASH & LUBE, 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 CAR WASH & LUBE, 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 CAR WASH & LUBE, INC., and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 13th day of APRIL, 19 94.


Thomas A. Snowden, Jr.

Judge of Probate

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