

STATE OF ALABAMA

COUNTY OF SHELBY

ARTICLES OF INCORPORATION OF
BRIAN A. GWIN AUTO SALES, INC.
(A Close Corporation)

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

FIRST: The name of the corporation is Brian A. Gwin Auto Sales, Inc.

SECOND: The period of its duration is perpetual.

THIRD: The purpose for which the corporation is organized is to own and operate an automobile dealership whereby new and used automobiles and trucks are purchased and sold and to transport all lawful business for which Corporations may be organized under the Alabama Business Corporation Act.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is One Thousand (1000) shares at One Dollar (\$1.00) per share. The corporation shall begin business with and issue One Thousand of said shares of a par value of One Dollar (\$1.00) per share.

FIFTH: The address of the initial registered office of the corporation is: 194 Winterhaven Drive, Alabaster, Alabama 35007.

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SIXTH: The name of the corporation's initial registered agent at the address shown in the Fifth Paragraph herein is: Brian A. Gwin.

SEVENTH: The business of the corporation shall be managed by the shareholders of the corporation rather than a board of directors pursuant to Title 10, Chapter 2A, Section 308, of the Alabama Business Corporation Act of the Code of Alabama.

EIGHTH: The name and address of the incorporator of the corporation is:

Brian A. Gwin

194 Winterhaven Drive
Alabaster, AL 35007

NINTH: The corporation is a close corporation authorized by Article XI of the Alabama Business Corporation Act as set out in Sections 10-2A-300 through 10-2A-313, Code of Alabama (1975), as amended.

TENTH: All of the issued shares of the stock are subject to one or more of the restrictions on transfer permitted by Section 10-2A-41 and Section 10-2A-301 of the Alabama Business Corporation Act of the Code of Alabama.

ELEVENTH: For purposes of determining the number of holders of record of the stock of the corporation, stock which


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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 Thirty (30) persons.

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.

Dated this 17th day of May, 1994.


BRIAN A. GWIN
194 Winterhaven Drive
Alabaster, AL 35007

THIS INSTRUMENT PREPARED BY: DOUGLAS ROGERS
Attorney at Law
1920 Mayfair Drive
Birmingham, AL 35209

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:

Brian A. Gwin Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Douglas Rogers, 1920 Mayfair Drive, Birmingham, AL 35209 for a period of one hundred twenty days beginning May 10, 1994 and expiring September 8, 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.

May 10, 1994

Date

Jim Bennett

Jim Bennett

Secretary of State

State of Alabama

SHELBY

County

CERTIFICATE OF INCORPORATION OF

BRIAN A. GWIN 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 BRIAN A. GWIN 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 BRIAN A. GWIN AUTO SALES, INC, and attaches hereto a duplicate original of the Articles of Incorporation.

GIVEN Under My Hand and Official Seal on this the 18th day of MAY, 19 94.

Thomas A. Snowden, Jr.

Judge of Probate

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