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Inst # 1994-18481

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SHELBY COUNTY JUDGE OF PROBATE  
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STATE OF ALABAMA )

SHELBY COUNTY )

RESTATED ARTICLES OF INCORPORATION

OF

✓ EMERALD MARKETING SERVICES, INC.

TO THE HONORABLE JUDGE OF PROBATE IN AND FOR THE COUNTY OF SHELBY,  
STATE OF ALABAMA:

Pursuant to the provisions of Section 10-2A-116 of the  
Code of Alabama (1975), the undersigned Corporation, pursuant to a  
resolution duly adopted by its Board of Directors, hereby adopts  
the following Restated Articles of Incorporation:

ARTICLE ONE

NAME

The name of the Corporation is EMERALD MARKETING  
SERVICES, INC.

ARTICLE TWO

PURPOSES AND POWERS

Section 2.1 The purposes for which the Corporation is  
organized are as follows:

- (a) Primary purposes. To sell, market, distribute, process, package and otherwise handle lubricants, lubricant products and related items of commerce to retail, wholesale, commercial, governmental and other customers; to make and enter into all manner and kind of contracts, agreements and obligations by or with any persons, corporations, or other legal entities for the purposes of effectuating the above; and to engage in any lawful business or activity related to the stated purposes; and to engage in any lawful act or activity for which corporations may be organized under the Alabama Business Corporation Act.
- (b) Ancillary purposes. To do everything necessary, proper, advisable or convenient for the accomplishment of the foregoing purposes and to do all other things incidental to them or connected with them that are not forbidden by the Act, by other law, or by these Articles of Incorporation.

Section 2.2 Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, and solely in furtherance of but not in addition to the limited purposes set forth in Section 2.1 of this Article, shall have and exercise the following powers:

- (a) Statutory powers. To have and exercise all the powers specified in the Act.
- (b) Capacity to act. To have the capacity to act possessed by natural persons.
- (c) Officers, agents and employees and their compensation. To elect or appoint officers and agents and to hire employees; to define their duties; and to fix their compensation.
- (d) Agency. To act as agent or representative for any domestic or foreign corporations, associations, partnerships, individuals or other entities.
- (e) Ancillary powers. To have and exercise all powers necessary or convenient to effect its purposes.

Section 2.3 Construction of powers. Each of the foregoing clauses of Section 2.2 of this Article shall not be

construed as purposes but shall be construed as independent powers; and the matters expressed in each clause shall not, unless otherwise expressly provided, be limited by reference to or inference from the terms of any other clause of Section 2.2. The enumeration of specific powers shall not be construed as limiting or restricting in any manner either the meaning of general terms used in any of these clauses or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of like nature.

Section 2.4 Carrying out of purposes and exercise of powers in any jurisdiction. The Corporation may carry out its purposes and exercise its powers in any state, territory, district or possession of the United States or in any foreign country to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

Section 2.5 Direction of purposes and exercise of powers by directors. The Board of Directors, subject to any specific written limitations or restrictions imposed by the Act or by these Articles of Incorporation, shall direct the carrying out of the purposes and exercise the powers of the Corporation without

previous authorization or subsequent approval by the shareholders of the Corporation.

Section 2.6 Limiting provisions. Nothing contained in this Article shall be construed to authorize the Corporation to engage in the business of banking or insurance.

### ARTICLE THREE

#### PERIOD OF DURATION

Section 3.1 Duration. The period of duration of the Corporation is perpetual.

Section 3.2 Corporation as separate entity. The Corporation shall continue as a separate entity independent of its shareholders and notwithstanding the death, insanity, incompetency, conviction for felony, resignation, withdrawal, transfer of ownership of shares, retirement or expulsion of any one or more of the shareholders, the transfer of shares to any new shareholder or shareholders, or the happening of any event which under the law of the State of Alabama and under like circumstances would work a dissolution of a partnership. No shareholder of the Corporation shall have the power to dissolve the Corporation by his independent act of any kind.

Section 3.3 Dissolution of Corporation. Upon the dissolution of the Corporation, the Board of Directors, as trustees of the property of the Corporation, shall apply the assets first to the payment of debts of the Corporation and secondly to the holders of the stock pro rata.



## ARTICLE FOUR

### RIGHT OF CORPORATION TO ISSUE ITS SHARES

Section 4.1 Issuance of shares. The Corporation may from time to time issue its shares of stock for such consideration (but not less than par) as may be fixed from time to time by the Board of Directors and may receive payment thereof, in whole or in part, in cash, labor done, personal property (tangible and intangible) or real property. In the absence of actual fraud in the transaction, the judgment of the Board of Directors as to the value of such labor, personal property or real property shall be conclusive. Any and all shares so issued for which the consideration so fixed shall have been paid or delivered shall be deemed fully paid stock and shall not be liable to any further call or assessment thereon, and the holders of such shares shall not be liable for any further payment in respect thereof.

Section 4.2 Authorized shares. No holder of any stock of this Corporation shall be entitled as of right to purchase or subscribe for any part of the authorized but unissued stock of this Corporation.

Section 4.3 Preemptive rights. Every shareholder of any shares of this Corporation shall have the preemptive right to purchase any portion of any shares of stock of the Corporation, including Treasury shares, that may be issued or sold by the Corporation, in accordance with the provisions of Section 10-2A-44 of the Act.

## ARTICLE FIVE

### INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The location and mailing address of the registered office of the Corporation in the state of Alabama is 1945 McCain Parkway, Pelham, Alabama 35124, and the name of its initial registered agent at such address is MO MICHELLI.

## ARTICLE SIX

### AUTHORIZED SHARES

Section 6.1 Authorized shares. The total number of shares which the Corporation shall have authority to issue shall be Two Hundred Fifty Thousand (250,000) shares of common stock of the par value of One Cent (\$.01) per share. Each shareholder may have his or her share issued (a) in his or her individual name, or (b) in the names of two or more persons as joint tenants with right of survivorship and not as tenants in common, or (c) as tenants in common.

Section 6.2 Method of voting. At any meeting of the shareholders, each holder of the capital stock of the Corporation shall have one (1) vote for each such share of stock held by him.

Section 6.3 Section 1244 stock. The Corporation is a small business corporation as defined in Section 1244(c)(2) of the Internal Revenue Code, and the Corporation shall issue Section 1244 stock.

Section 6.4 Restriction on transfer of shares. The holder or holders of said shares of stock or any other securities

issued by the Corporation shall, prior to the transfer of such shares or securities, offer to the corporation, or to any combination of the foregoing, a prior opportunity, to be exercised within a reasonable time, to acquire the restricted shares of stock or securities at the current market value, to be determined by an independent audit of the Corporation's books.

## ARTICLE SEVEN

### PROVISIONS FOR REGULATION OF THE INTERNAL AFFAIRS OF THE CORPORATION

Section 7.1 By-Laws. The initial By-Laws shall be adopted by the shareholders. The By-Laws of the Corporation shall be subject to alteration, amendment or repeal, and new By-Laws may be adopted by the affirmative vote of the holders of a majority of the shares of the capital stock present in person or by proxy at any annual or special meeting of the shareholders and entitled to vote thereat, a quorum being present. No amendment decreasing the number of directors shall have the effect of shortening the term of any incumbent director. The By-Laws may also be amended in the interim between shareholders' meeting by a majority vote of the Board of Directors; provided, however, that the Board of Directors may not alter, amend or repeal any By-Law establishing the number of directors, the number of directors constituting a quorum at a meeting of the Board of Directors, the time or place of shareholders' meetings, or what constitutes a quorum at such shareholders' meetings. The By-Laws may contain any provisions for the regulation and management of the affairs of the Corporation not inconsistent with the Act or these Articles of Incorporation.

Section 7.2 Provisions for reserves. The Board of Directors shall have power, from time to time, by resolution to create a reserve or reserves out of its earned surplus for any proper purpose or purposes and may abolish any such reserve in the same manner. Earned surplus to the extent so reserved shall not be available for the payment of dividends or other distributions by the Corporation except as expressly permitted by the Act.

#### ARTICLE EIGHT

##### SUBSCRIPTION AGENT

The name and principal office address of the officer designated by the Corporation to receive subscriptions of the capital stock of the Corporation is:

<u>Name</u>	<u>Address</u>
MO MICHELLI	1000 Camp Branch Circle Alabaster, Alabama 35223

#### ARTICLE NINE

##### DATA ABOUT DIRECTORS

Section 9.1 Board of Directors. The Board of Directors shall consist of three (3) persons.

Section 9.2 Names and addresses. The names and addresses of the persons serving as directors are as follows:

<u>Name</u>	<u>Address</u>
MO MICHELLI	1000 Camp Branch Circle Alabaster, Alabama 35223
ROBERT VAN POUNDS	100 Northwind Trail Fayetteville, Georgia 30214
JAMES BRUCE SMITH, JR.	147 Marlin Circle Panama City Beach, Florida 32411



Section 9.3 Election by cumulative voting. Shareholders are entitled to cumulate their votes in elections of Directors; that is, they are entitled to multiply the number of shares they hold by the number of Directors to be elected and cast the product for a single candidate or distribute the product among two or more candidates.

Section 9.4 Notice. Shares may not be voted cumulatively at a particular meeting unless (a) the meeting notice or proxy statement accompanying the notice states conspicuously that cumulative voting is authorized; or (b) a shareholder gives notice to the Corporation not less than 48 hours before the time set for the meeting of his or her intent to cumulate votes at the meeting. If one shareholder gives this notice, all other shareholder are entitled to cumulate their votes without giving further notice.

Section 9.5 Removal of Director. A Director may not be removed if the number of votes required to elect him under cumulative voting at an election of the full Board is voted against his removal.

Section 9.6 Filling of vacancy. Any vacancy occurring on the Board of Directors by the death, incapacity or resignation of a Director elected by cumulative voting or otherwise shall be filled at a special meeting called for that purpose by the holders of the shares whose cumulative ballots elected him or her, and such successor Director shall hold office for the balance of the annual term of his or her predecessor.

## ARTICLE TEN

### DATA ABOUT OFFICERS

The names and addresses of the officers and the office to which each has been elected are as follows:

<u>Name</u>	<u>Address</u>	<u>Office</u>
MO MICHELLI	1000 Camp Branch Circle Alabaster, Alabama 35007	President
ROBERT VAN POUNDS	100 Northwind Trail Fayetteville, Georgia 30214	Vice President
CAROL J. MICHELLI	1000 Camp Branch Circle Alabaster, Alabama 35007	Secretary
JERRY DANIEL BROOKS	483 Cardinal Place Riverdale, Georgia 30296	Treasurer

## ARTICLE ELEVEN

### CONSTRUCTION PROVISIONS

#### Section 11.1 Provisions of Articles of Incorporation.

The invalidity or unenforceability of any provision or any part of a provision of these Articles of Incorporation shall not in any way affect the remaining provisions hereof, which shall continue in full force and effect.

Section 11.2 Registered shareholder. Insofar as not otherwise expressly provided by the laws of the State of Alabama, the Corporation shall be entitled to treat the person in whose name any share of its stock is registered as the owner thereof for all purposes and shall not be bound to recognize any equitable or other claim to or interest in said share on the part of any other person, whether or not the Corporation shall have notice thereof.

Section 11.3 Statutory enactments. Any and every statute of the State of Alabama hereafter enacted whereby the rights, powers and privileges of the shareholders of corporations organized under the State of Alabama are increased, diminished or in any way affected, or whereby effect is given to the action taken by any part less than all of the shareholders of a Corporation, shall apply to this Corporation and to every stockholder thereof to the same extent as if such statute had been in force at the date of the making and filing of these Articles of Incorporation.

Section 11.4 Amendments of Articles of Incorporation. The Corporation reserves the right, from time to time, to amend, alter or repeal any provision in its Articles of Incorporation in any manner now or hereafter provided by law, and all rights conferred upon officers, directors and shareholders herein are granted subject to this reservation.

Section 11.5 Headings. The headings, titles and subtitles in these Articles of Incorporation have been inserted solely for convenient reference and shall be ignored in its construction.

The foregoing restated Articles of Incorporation correctly set forth without change the corresponding provisions of the Articles of Incorporation as heretofore amended, and supersede the original Articles of Incorporation and all amendments thereto.

Dated this the 8 day of June, 1994.

EMERALD MARKETING SERVICES, INC.

Mo Michelli  
Mo Michelli, President

Carol J. Michelli  
Carol J. Michelli, Secretary

STATE OF ALABAMA )

SHELBY COUNTY )

I, the undersigned, a notary public in and for said County, in said State, do hereby certify that on this 8 day of June, 1994, personally appeared before me MO MICHELLI and CAROL J. MICHELLI, who, being by me first duly sworn, declared that they are the President and Secretary of EMERALD MARKETING SERVICES, INC., that they signed the foregoing document as President and Secretary of the Corporation, and that the statements therein contained are true and correct and are the act and deed of the Corporation.

J. Richard Duke  
Notary Public

My Commission expires: 2-26-96

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SHELBY COUNTY JUDGE OF PROBATE  
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