

ARTICLES OF INCORPORATION  
OF  
NORTH SHELBY BUYING SERVICE, INC.

The undersigned, acting as incorporator of a corporation under the Alabama Corporation Act, adopts the following ARTICLES OF INCORPORATION.

ARTICLE ONE

The name of the corporation shall be NORTH SHELBY BUYING SERVICE, INC.

ARTICLE TWO

The period of duration is perpetual.

ARTICLE THREE

The purpose of the corporation is that of operating a used vehicle buying service, subject to compliance with such license requirements as may be imposed by State and local governments, together with bonding requirements, if any. In addition, the corporation may engage in any lawful business for which corporations under the Alabama Business Corporation Act may be incorporated.

ARTICLE FOUR

The aggregate number of shares which the corporation shall have the authority to issue is: Ten Thousand (10,000) shares of common, voting stock with a par value of \$1.00 (1.00) Dollar per share.

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SHELBY COUNTY JUDGE OF PROBATE  
005 MCD 90.00

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ARTICLE FIVE

The address of the initial Registered Agent's Office for the corporation is: 3200 Cahaba Valley Road, Pelham, AL 35124, and the name of the Registered Agent at such address is: Charles A. Taylor. The corporation may conduct business in any part of Alabama, or in any state in the country.

ARTICLE SIX

The number of directors constituting the initial Board of Directors shall be One (1) and the maximum number of Directors authorized shall be Five (5), except that only One (1) director shall be required to be named in order to fully transact business for the corporation. The individual who will serve as director until the first annual meeting of shareholders, or until a successor is seated therein is:

Charles A. Taylor  
3200 Cahaba Valley Road  
Pelham, AL 35124

ARTICLE SEVEN

The name and address of the incorporator of the corporation and the number of shares purchased at One Dollar (\$1.00) per share by said incorporator is as follows:

|                         |              |
|-------------------------|--------------|
| Charles A. Taylor       | 1,000 shares |
| 3200 Cahaba Valley Road |              |
| Pelham, AL 35124        |              |

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ARTICLE EIGHT


All of the common shares of the corporation, issued upon incorporation, shall qualify as 1244 stock as defined in Section 1244(c) of the Internal Revenue Code.

IN WITNESS WHEREOF, I hereunto subscribe my name, this the 6<sup>th</sup> day of January, 1995.


  
CHARLES A. TAYLOR  
Incorporator

STATE OF ALABAMA )  
                          )  
JEFFERSON COUNTY)

Before me, the undersigned Notary Public, in and for said County, in said State, personally appeared Charles A. Taylor, whose name is signed as Incorporator to the foregoing Certificate of Incorporation, and who being first duly sworn, on oath, deposes and says that he has read and understood the foregoing Articles of Incorporation, and that the matters and facts therein set forth are true and correct to the best of his knowledge, information, and belief.

  
CHARLES A. TAYLOR

Sworn and subscribed before me this 6<sup>th</sup> day of January, 1995.

  
NOTARY PUBLIC  
NOTARY PUBLIC STATE OF ALABAMA AT LARGE  
MY COMMISSION EXPIRES: Aug. 18, 1996.  
BONDED THRU NOTARY PUBLIC UNDERWRITERS

This document was prepared by Robert H. Hood, Attorney at Law,  
2229 Magnolia Avenue, Birmingham, AL 35205.

# 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:

North Shelby Buying Service, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Robert Hood, 2229 Magnolia Avenue, Birmingham, AL 35205 for a period of one hundred twenty days beginning December 21, 1994 and expiring April 21, 1995.



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 21, 1994

Date

  
Jim Bennett

Secretary of State

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