

ARTICLES OF INCORPORATION
OF
RIVERCHASE AUTO SALES, INC.

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

FIRST: The name of the corporation is:
RIVERCHASE AUTO SALES, INC.

SECOND: The period of its duration is perpetual.

THIRD: The purpose or purposes for which the corporation is organized are:

A. Transaction of any and all lawful business for which a corporation may be incorporated under the laws of Alabama or any other state or states.

B. To engage in the buying and selling of automobiles.

FOURTH: The aggregate number of shares which the corporation shall have authority to issue is 2,000 shares of stock at \$5.00 par value with one thousand already purchased.

FIFTH: Provisions for the regulation of the internal affairs of the corporation are: each shareholder shall be entitled to as many votes as shall equal the number of votes which he would be entitled to cast for the election of directors with respect to his shares of stock multiplied by the number of directors to be elected, and he may cast all of such votes for a single director or may distribute them among the number to be voted for, or any two or more of them, as he or she may see fit.

SIXTH: The address of the initial registered office of the corporation is 1904 Highway 31, Pelham, Alabama 35242 and the name of its initial registered agent at such address is James W. Hardy.

SEVENTH: The number of directors constituting the initial board of directors of the corporation is one (1), 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:

<u>NAME</u>	<u>ADDRESS</u>
James W. Hardy	1904 Highway 31, Pelham, Alabama 35242

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EIGHTH: The name and address of each incorporator is:

<u>NAME</u>	<u>ADDRESS:</u>
James W. Hardy	1904 Highway 31, Pelham, Alabama 35242

DATED Feb 28, 1995, 1995.

James W. Hardy
INCORPORATOR

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 10-2B-4.02, 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:

Riverchase Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Cole, P O Box 55536, Birmingham, AL 35255 for a period of one hundred twenty days beginning February 23, 1995 and expiring June 24, 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.

February 23, 1995

Date

Jim Bennett
Jim Bennett

Secretary of State

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SHELBY COUNTY JUDGE OF PROBATE
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CLERK