

**ARTICLES OF ORGANIZATION  
OF  
COUNTRY AUTO SALES, L.L.C.**

TO THE HONORABLE JUDGE OF PROBATE OF SHELBY COUNTY, ALABAMA:

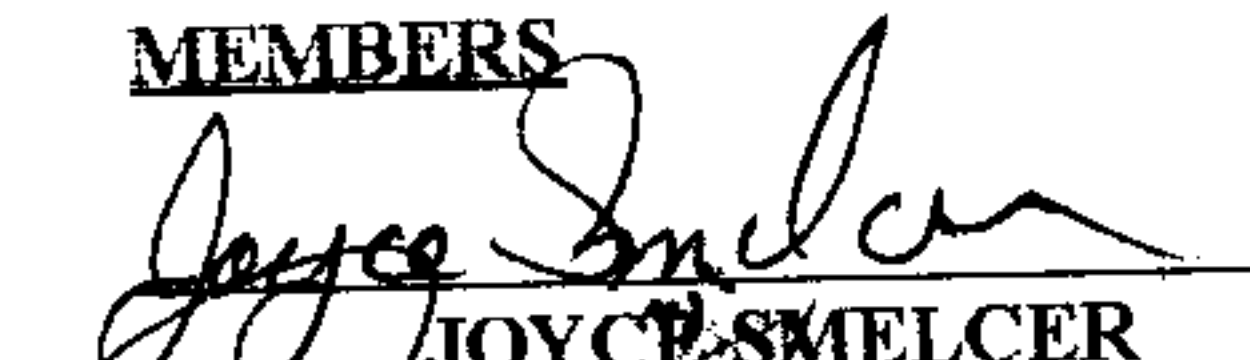
The undersigned, desiring to form a Limited Liability Company under the Alabama Limited Liability Company Act, adopt the following Articles of Organization for such Limited Liability Company:

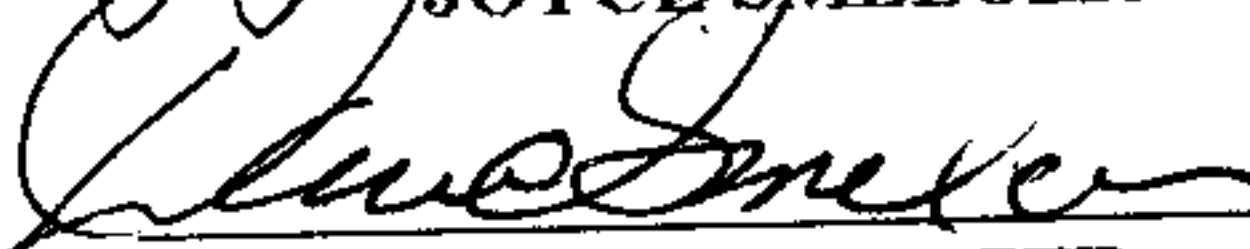
1. The name of the Limited Liability Company shall be Country Auto Sales, L.L.C.
2. The period for the duration of the Limited Liability Company shall be twenty years, unless dissolved according to Section 10-12-37 of the Alabama Code. Upon the death, resignation, incompetency, expulsion, or bankruptcy of a member, the remaining members shall have the right to agree, by written consent within 90 days, to continue the duration of the Limited Liability Company provided there are at least two [2] remaining members. All members consent to the restrictions and limitations as to admitting additional members and the right to sell, pledge, or otherwise convey their interest in the Limited Liability Company, as specified in the operating agreement.
3. The purpose for which the Limited Liability Company is organized is to transact any and all lawful business for which a Limited Liability Company may be organized under the laws of the State of Alabama, including the retail or wholesale sale of automobiles; automobile merchandise and supplies; purchase, construction of, and leasing real property; purchasing, and leasing of furnishings and equipment; financing activities of all types; providing management and consulting to all industry.
4. The location of the initial registered office of the company shall be: 1111B Stagecoach Road Alabaster, Alabama 35007, and the name of the initial registered agent at the address is Joyce Smelcer.
5. The names and mailing addresses of the initial members are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
JOYCE SMELCER	1111 STAGECOACH ROAD ALABASTER, AL. 35007
✓ DAVID SMELCER	1111 STAGECOACH ROAD ALABASTER, AL. 35007

IN WITNESS WHEREOF, the undersigned have subscribed their names on this the 1st day of July, 1995.

MEMBERS

  
JOYCE SMELCER

  
DAVID SMELCER

06/28/1995-16924  
10:57 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 MEL 80.00

## REPORT OF DOMESTIC LIMITED LIABILITY COMPANY

BE IT KNOWN THAT: COUNTRY AUTO SALES, L.L.C.

A Limited Liability Company organized pursuant to the provisions of Title 10, Chapter 12, of the Alabama Code [1975], hereby makes this report to the Secretary of State:



That the Limited Liability Company was formed and organized by executing and recording the Articles of Organization in the office of the Judge of Probate of Shelby County on the 1st day of July, 1995.

That the address of the principal office in Alabama of the Limited Liability Company is:  
1111B Stagecoach Road Alabaster, Alabama 35007.

That the address of the office in Alabama at which the records required by  
Section 10-12-16 of the Alabama Code shall be kept is:  
1111B Stagecoach Road Alabaster, Alabama 35007.

That the name and address of the agent for service of process is:  
Joyce Smelcer 1111 Stagecoach Road Alabaster, Alabama 35007.

IN WITNESS THEREOF, This 1st day of July, 1995 at Alabaster, Alabama

  
JOYCE SMELCER  
  
DAVID SMELCER

Inst # 1995-16926

06/28/1995-16926  
10:57 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
002 MEL 80.00