

STATE OF ALABAMA
FOR-PROFIT CORPORATION
ARTICLES OF INCORPORATION

INSTRUCTIONS:

STEP 1: CONTACT THE OFFICE OF THE SECRETARY OF STATE AT (334)242-5324 TO RESERVE A CORPORATE NAME.

STEP 2: TO INCORPORATE, FILE THE ORIGINAL, TWO COPIES OF THE ARTICLES OF INCORPORATION AND THE CERTIFICATE OF NAME RESERVATION IN THE COUNTY WHERE THE CORPORATION'S REGISTERED OFFICE IS LOCATED. THE JUDGE OF PROBATE'S FILING FEE IS \$35 AND THE SECRETARY OF STATE'S FILING FEE IS \$50.

PURSUANT TO THE PROVISIONS OF THE ALABAMA BUSINESS CORPORATION ACT, THE UNDERSIGNED HEREBY ADOPTS THE FOLLOWING ARTICLES OF INCORPORATION.

- Article I The name of the corporation.
CAHABA DETAIL, INC.
- Article II The duration of the corporation is perpetual, unless otherwise stated.
- Article III The corporation has been organized for the following purpose(s):
Detailing Cars (cleaning & small repairs)
- Article IV The number of shares which the corporation shall have the authority to issue is 10,000.
- Article V The street address (NO PO BOX) of registered office 3200 Cahaba Valley Rd. Pelham, Al. 35124 and the name of registered agent at that office Thomas E. Lemley
- Article VI The name(s) and address(es) of the Director(s).
Thomas E. Lemley 4679 Wooddale Lane Pelham, Al. 35124-1042
Jeanne M. Lemley 4679 Wooddale Lane Pelham Al. 35124-1042
- Article VII The name(s) and address(es) of the Incorporator(s).
Thomas E. Lemley 4679 Wooddale Lane Pelham, Al. 35124-1042

Any provision, not inconsistent with the law, for the regulation of the internal affairs of the corporation or for the restriction of the transfer of shares may be added.

IN WITNESS THEREOF, the undersigned incorporator executed these Articles of Incorporation

on this, the 30th day of April, 19 96.

THIS DOCUMENT PREPARED BY:

04/30/1996-13997
09:51 AM CERTIFIED

SHELBY COUNTY JUDGE OF PROBATE
012 MCD 90.00

Thomas E. Lemley
Type or Print Name of Incorporator
Thomas E. Lemley
Signature of Incorporator

ARTICLES OF INCORPORATION
OF
CAHABA DETAIL, INC.

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

This Undersigned desiring to organize a body corporate under the laws of the State of Alabama, do hereby adopt and file these Articles of Incorporation:

ARTICLE I

NAME - The name of the Corporation shall be Cahaba Detail, Inc., and the Corporation shall be authorized to trade in said name or to use any other trade name not now being used by any other person, firm, or corporation.

ARTICLE II

PRINCIPAL OFFICE - The initial location of the principal office of the Corporation shall be in Shelby County, Alabama.

ARTICLE III

DURATION - The period of duration for this Corporation shall be perpetual.

ARTICLE IV

OBJECTS - The objects for which the Corporation is formed are:

- a) To buy, sell, loan, trade, lease, and own all equipment and material and supplies used in a car detailing business.**
- b) To invest, trade, deal in, and deal with goods, wares, and merchandise, and real and personal property of every class and description.**
- c) To purchase or otherwise acquire, hold, own, improve, mortgage, sell, convey, exchange, option, subdivide, lease, or otherwise dispose of lands and buildings and real and personal property of every class and description, and any estate or interest therein; and to construct, erect, maintain, improve, rebuild, enlarge, alter, manage, and control, directly or through ownership of stock, any and all kinds of buildings, houses, stores, offices, factories, and plants, and all other structures which may at any time be necessary, useful, or advantageous for the purposes of the Corporation.**
- d) To acquire by purchase, subscription, or otherwise, and to own, hold, sell, assign, transfer, pledge, or otherwise dispose of shares of capital stock, bonds, coupons, mortgages, debentures, securities, obligations, and other evidence of indebtedness of any said stock, bonds, or other property, to exercise all rights of stockholders and all powers and privileges of ownership of every kind and description; to acquire by purchase or otherwise, hold and dispose of the stock and bonds of this Corporation.**
- e) To acquire all or any part of the good will, rights, property, and business of any person, firm, association, or corporation, heretofore or hereafter engaged in any business similar to the business of this Corporation or otherwise, and to pay for it in cash or in stock or obligations of**

the Corporation or otherwise and to hold, utilize, enjoy, and in any manner dispose of the whole or any part of the rights and property so acquired, and to assume in connection therewith any liabilities of any such person, firm, association, or corporation, and to conduct in any lawful manner the whole or any part of the business thus acquired.

(f) To acquire, purchase, hold, use, lease, mortgage, sell, assign, or otherwise dispose of any and all formulae, processes, trademarks, tradenames, inventions, patents, patent rights, letters patent of the United States, or of any foreign country, and licenses, or privileges granted for the use of any of the same, and to grant licenses, privileges, rights, or concessions thereunder.

(g) To conduct and carry on its business or any branch thereof in any state or territory of the United States or any foreign country in conformity with the laws of said state, territory or foreign country, and to have and maintain in any state, territory, or foreign country one or more offices, plants, or stores, and to purchase, hold, mortgage, convey, lease, or otherwise dispose of any deal with real and personal property, at any such place or places.

(h) To make loans of money secured by endorsements, mortgages, notes, transfer of real or personal property or other collateral as may be permitted by law.

(i) To borrow or raise monies for any purpose of the Corporation and to make and issue promissory notes, mortgages, drafts, bonds, debentures, and other evidences of indebtedness to secure the payment thereof and the interest thereon.

(j) To enter into, make, and perform contracts of every kind for the lawful purpose, with any person, firm, association, corporation or government; and to enter into any partnership or joint venture with any person, firm, association, or corporation.

(k) To purchase, exchange, or otherwise acquire, hold, pledge, hypothecate, sell, deal in, and dispose of mortgages, stock, bonds, debentures, or other evidences of indebtedness and

obligations of any corporation, company, partnership, syndicate, or persons, or of any domestic or foreign government or of any political subdivision thereof.

(1) To do each and everything and to have and exercise all powers necessary or proper for conducting the business of this Corporation or accomplishing any of the objects herein expressed, and to have and exercise all powers expressly conferred upon corporations by applicable law and laws of the State of Alabama as well as those that are necessarily implied and necessary to conduct or accomplish any objects of any business so permitted by the laws of Alabama, excepting the business of banking, railroading, and insurance.

The foregoing objects shall be construed as powers as well as objects and purposes and in addition to those powers specifically conferred upon the Corporation by law; and the enumeration of specific objects, purposes, and powers shall not be construed to limit or restrict in any manner the meaning of general terms of the powers of the Corporation now or hereafter conferred by law, now shall the expression of one thing be deemed to exclude another not expressed, although it be of like nature.

ARTICLE V

CAPITAL STOCK - The amount of the total authorized capital stock of the Corporation shall be 10,000 shares with a par value of \$1.00 per share.

The amount of paid in capital stock with which the Corporation shall begin business is 1,000 shares.

ARTICLE VI

INCORPORATORS - The name and post office address of the Incorporator are as follows:

NAME	ADDRESS
Thomas E. Lemley	4679 Wooddale Lane Pelham, AL 35124-1042

ARTICLE VII

DIRECTORS - The names and addresses of the Directors chosen for the first year or until their respective successors are elected and qualified are:

NAME	ADDRESS
Thomas E. Lemley	4679 Wooddale Lane Pelham, AL 35124-1042
Jeanne M. Lemley	4679 Wooddale Lane Pelham, AL 35124-1042

ARTICLE VIII

OFFICERS - The names and position of the officers chosen for the first year are as follows:

NAME	POSITION
Thomas E. Lemley	President
Jeanne M. Lemley	Secretary/Treasurer

ARTICLE IX

The initial registered agent of the Corporation shall be Thomas E. Lemley, and the initial registered office address of the Corporation shall be 3200 Cahaba Valley Road, Pelham, Alabama 35124.

ARTICLE X

Each shareholder of any stock of this Corporation shall be entitled to full preemptive rights to purchase any unissued or treasury shares of the Corporation or any securities of the Corporation convertible into carrying a right to subscribe to or acquire any unissued or treasury shares.

ARTICLE XI

STOCK TRANSFER RESTRICTION

Before there can be a valid sale or transfer for any of the common shares of the Corporation by any holder thereof, such holder shall first offer said shares to the Corporation and then to the other holders of common shares in the following manner:

- (1) Such offering shareholders shall deliver a notice in writing by mail or otherwise to the Secretary of the Corporation stating the price, terms, and conditions of such proposed sale or transfer, the number of shares to be sold or transferred, and his intention to so sell or transfer such shares. Within thirty (30) days thereafter, the Corporation shall have the prior right to purchase such shares so offered at the price and on the terms and conditions stated in the notice, provided however, that the Corporation shall not at any time be permitted to purchase all of its outstanding voting shares. Should the Corporation fail to purchase the shares at the expiration of the thirty (30) day period, or prior thereto decline to purchase the shares, the Secretary of the Corporation shall, within five (5) days thereafter, mail, or deliver to each of the other common shareholders of record a copy of the notice given by the shareholder to the Secretary. Such notice may be delivered to the shareholders personally, or may be

mailed to them at their last known address as such address may appear on the books of the Corporation. Within fourteen (14) days after the mailing or delivering of the copies of the offers shareholders desiring to acquire any part of all of the or otherwise, to the Secretary of the Corporation a written offer or offers, expressed to be acceptable immediately, to purchase a specified number of such shares at the price and on the terms stated in the notice. Each such offer shall be accompanied by the purchase price therefore with authorization to pay such price against delivery of the shares.

- (2) If the total number of shares specified in the offers to purchase exceeds the number of shares to be sold or transferred, each offering shareholder shall be entitled to purchase such proportion of such shares as the number of shares of the Corporation which he holds bears to the total number of shares held by all shareholders desiring to purchase the shares.
- (3) If all the shares to be sold or transferred are not disposed of under such apportionment, each shareholder desiring to purchase such shares in a number in excess of his proportionate share, as provided above, shall be entitled to purchase such proportion of those shares which remain thus undisposed of, as the total number of shares which he holds bears to the total number of shares held by all of the shareholders desiring to purchase shares in excess of those to which they are entitled under such apportionment.
- (4) If within said fourteen (14) day period, the offer or offers to purchase aggregate less than the number of shares to be sold or transferred, the shareholder desiring to sell or transfer such shares shall not be obligated to accept any such offer or offers and may dispose of all of the shares referred to any person or persons whomsoever; provided, however, that he shall not sell or transfer such shares at a lower price or on terms more favorable to the purchaser or transferee than those specified in his notice to the Secretary of the Corporation.

ARTICLE XII

ACTION BY DIRECTORS WITHOUT MEETING

Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting, if a written consent thereto is signed by all members of the Board or the Committee, if applicable, and if such written consent is filed with the Minutes of Proceedings of the Board or the Committee.

In Witness Whereof, We, the Undersigned, being each of the Incorporators, do hereby set our hands and seals this the _____ day of _____, 199__.

Thomas E. Lemley
Incorporator

STATE OF ALABAMA)

JEFFERSON COUNTY)

I, the undersigned, a Notary Public in and for said County and said State, hereby certify that THOMAS E. LEMLEY whose name is signed to the foregoing Articles of Incorporation, executed the same voluntarily on the day the same bears date.

Given under my hand and seal of my office on this the 30 day of APRIL, 1996.

Cassell H. M. Watson 3/25/99
NOTARY PUBLIC

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:

Cahaba Detail, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of C H McWaters, 1763 Shades Crest Rd, Birmingham, AL 35216 for a period of one hundred twenty days beginning April 23, 1996 and expiring August 22, 1996.

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.

April 23, 1996

Date



Jim Bennett

Secretary of State



Inst # 1996-13997

04/30/1996-13997
09:51 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
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