

**ARTICLES OF INCORPORATION  
OF  
REPO MART, INC.**

STATE OF ALABAMA     )

SHELBY COUNTY         )

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

The undersigned, desiring to form a corporation under the laws of the State of Alabama, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

**NAME**

The name of the Corporation shall be Repo Mart, Inc.

**ARTICLE II**

**PURPOSE**

The purposes for which the Corporation is formed are to do any and all of the things hereafter set forth, to the same extent as natural persons might or could do as partner, principal or agent, namely:

To acquire the goodwill, franchises, rights, property, stock and assets of any and all kinds and to assume or undertake the whole or any part of the liabilities of any person, firm, association or corporation, on such terms and conditions as may be agreed upon and to pay for same in any manner authorized by the Board of Directors of the Corporation;

To make, accept, endorse, guarantee, execute and issue promissory notes, bills of exchange, bonds, debentures or other obligations from time to time, with or without security, on real or personal property;

To borrow and raise money for the business of the Corporation in any manner as the Board of Directors may determine necessary; and

To engage in any transaction involving real or personal properties.

In order to carry out the purposes hereinabove set forth, the Corporation shall have and exercise all the powers conferred on it by the laws of the State of Alabama, including, but not limited to the following:

To enter into, make, perform and carry out, or cancel and rescind contracts for any lawful purposes pertaining to its business;

To enter into any lawful arrangements for sharing profits or providing pensions for its employees;

To enter into any general or limited partnership as a general or limited partner, or any joint venture, limited liability company, syndicate, pool or other association of any kind for the purpose of any undertaking which the Corporation would have power to conduct by itself;

To issue, purchase, take, receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, with the right to purchase its own shares, whether direct or indirect, to the extent of its capital surplus available therefor;

To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any individual, partnership, association, corporation or other entity, to the extent that such guaranties are made in pursuance of the purposes set forth in this Article;

To do all and everything necessary, suitable or proper for the accomplishment of any of the enumerated purposes or any other purpose which the Directors may deem advantageous for the Corporation, the attainment of any of the objects or the furtherance of any of the powers hereinabove set forth, either alone or in conjunction with other corporations, firms or individuals, and either as principals or as agents and do every act or acts, thing or things, incidental or pertinent to or growing out of or connected with the aforesaid objects, purposes or powers or any of them;

To negotiate all contracts in the regular course of business, including the purchase, sale and exchange of real and personal property for the Corporation for such considerations and upon such terms as the President or Vice-President deems to be in the best interests of the Corporation and to borrow money for and on behalf of the Corporation; and

To transact any and all lawful business for which corporations may be incorporated under Title 10, Chapter 2B, Alabama Business Corporations Act, Code of Alabama, 1975, as amended.

The President or the Vice-President shall execute and deliver all deeds, mortgages, leases, contracts, releases and other instruments to which this Corporation is authorized to become a party. In the exercise of this authority no action shall be required by the Board of

Directors. All deeds, mortgages and other instruments which by general practice are attested, shall be attested by the Secretary or any Assistant Secretary. The absence of the corporate seal from any document shall not affect its validity even though its affixing may be recited. The Board of Directors is empowered to authorize and cause to be executed deeds, mortgages, liens and other conveyances by other officers of the Corporation for all or any part of the real and personal property of the Corporation.

The foregoing enumeration of specific powers shall not be deemed to limit or restrict in any manner the general powers of the Corporation, and the enjoyment and exercise thereof, conferred by the laws of the State of Alabama.

### ARTICLE III

#### LOCATION OF REGISTERED OFFICE

#### AND NAME OF REGISTERED AGENT

The initial registered office of the Corporation shall be at 12990 Highway 280 East, Sterrett, Alabama 35147, and the name of the initial registered agent at such address shall be Jim Drain.

### ARTICLE IV

#### CAPITAL STOCK

The total amount of the authorized capital stock of the Corporation shall be 100 shares of common stock of the par value of \$10.00 per share, being \$1,000.00 authorized capital stock.

## ARTICLE V

### INCORPORATOR AND DIRECTOR

The name and address of the Incorporator is:

<u>Name</u>	<u>Address</u>
Jim Drain	12990 Highway 280 East Sterrett, Alabama 35147

The initial Board of Directors shall consist of two (2) members whose names and addresses are:

<u>Name</u>	<u>Address</u>
Jim Drain	12990 Highway 280 East Sterrett, Alabama 35147
Joe Lovoy	12990 Highway 280 East Sterrett, Alabama 35147

## ARTICLE VI

### DURATION

The duration of the Corporation shall be perpetual.

## ARTICLE VII

### BYLAWS

The dates on which the Stockholders' annual meetings shall be held, the number of Directors and their terms of office, the terms of office of the officers and the powers and duties of the officers shall be fixed by the Bylaws of the Corporation. The Stockholders shall have the power to make Bylaws for the regulation and government of the Corporation, its

agent, servants and officers, and for all other purposes not in conflict with the laws of the State of Alabama.

## ARTICLE VIII

### INDEMNIFICATION

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action, suit or proceedings, whether civil, criminal, administrative or investigative, including appeals (other than an action by or in the right of the Corporation), by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer or partner of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fee), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his conduct was unlawful.

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed claim, action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer or partner of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees) actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

To the extent that a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in this Article, or in defense of any claim, issue or matter therein, he shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him in connection therewith, notwithstanding that he has not been successful on any other claim, issue or matter in any such action, suit or proceeding.

Any indemnification under this Article shall (unless ordered by a court) be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he has met the applicable standard of conduct set forth. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of Directors who were not parties to, or who have been wholly successful on the merits or otherwise with respect to, such claim, action, suit or proceeding, or (2) if such a quorum is not obtainable, or, even if obtainable, if a quorum of disinterested Directors so directs, by independent legal counsel in a written opinion, or (3) by the stockholders of the Corporation.

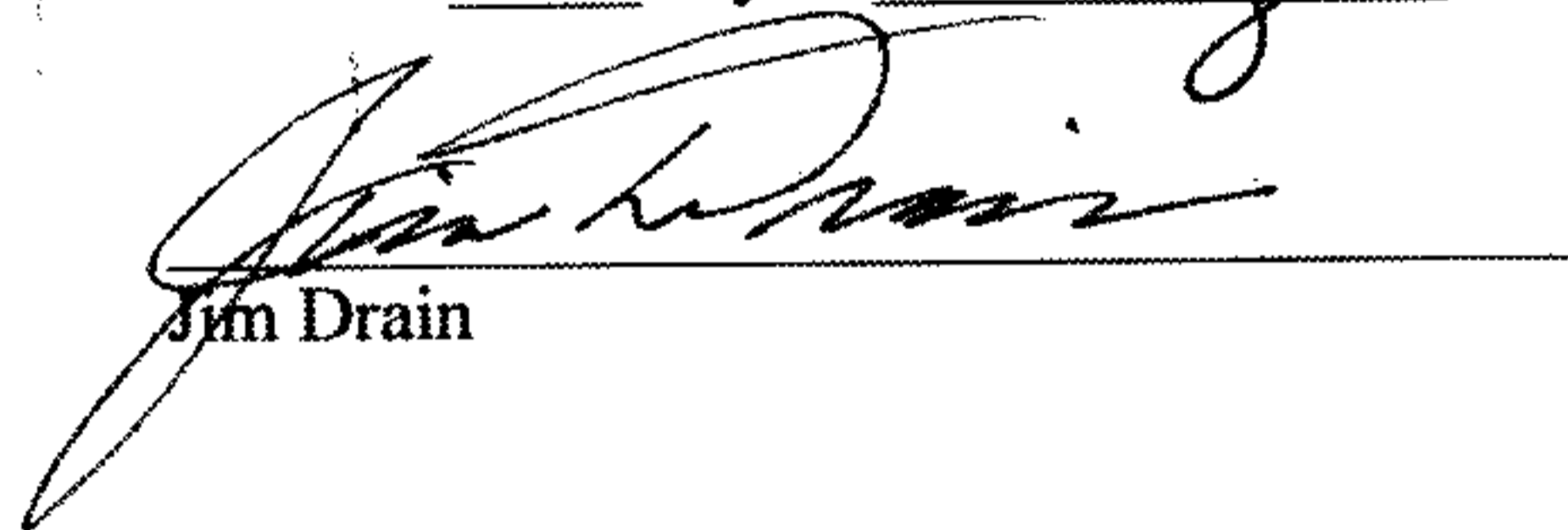
Expenses (including attorneys' fees) incurred in defending a civil or criminal claim, action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such claim, action, suit or proceeding as authorized in the manner provided above upon receipt of an undertaking by or on behalf of the director or officer to repay such amount if and to the extent it shall ultimately be determined that he is not entitled to be indemnified by the Corporation as authorized in this Article.

The indemnification provided by this Article shall not be deemed exclusive of, and shall be in addition to, any other rights to which those indemnified may be entitled under any statute, rule of law, provision in the Corporation's Articles of Incorporation, Bylaws, agreement, vote of stockholders or disinterested Directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, shall continue

as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer or partner of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, or arising out of his status as such, whether or not the Corporation would have the power to indemnify him against such liability under the provisions of this Article.

IN WITNESS WHEREOF, the undersigned, being the Incorporator of this Corporation, has hereunto subscribed his name this 19<sup>th</sup> day of February, 1998.

  
Jim Drain

STATE OF ALABAMA )

Marshall COUNTY )

I, the undersigned authority, a Notary Public in and for said County in said State, hereby certify that Jim Drain, whose name is signed to the foregoing conveyance, and who is known to me, acknowledged before me on this day that, being informed of the contents of said instrument, he executed the same voluntarily on the day the same bears date.

Given under my hand and official seal, this 19<sup>th</sup> day of Feb, 1998.

Calvin Stewart

Notary Public

My Commission Expires: 6-29-99

(SEAL)

**THIS INSTRUMENT PREPARED BY:**

Richardson B. McKenzie, III, Esquire

Kaufman & Rothfeder, P.C.

Post Office Drawer 4540

Montgomery, Alabama 36103-4540

(334) 244-1111 (Fax - 334/244-1969)

# 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:

Repo Mart, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Scott Pierce, PO Drawer 4540, Montgomery, AL 36103-4540 for a period of one hundred twenty days beginning February 4, 1998 and expiring June 5, 1998.

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 4, 1998

Date



Jim Bennett

Secretary of State

Inst # 1998-07151

03/03/1998-07151  
09:25 AM CERTIFIED  
SHELBY COUNTY JUDGE OF PROBATE  
012 SNA 90.00