

State of Alabama

For-Profit Corporation Articles of Corporation

Pursuant to the provisions of the Alabama Business Corporation Act, the undersigned hereby adopts the following Articles of Corporation.

- Article I** The name of the corporation is M & B Auto Sales, Inc.
- Article II** The duration of the corporation is perpetual, unless otherwise stated.
- Article III** The corporation has been organized for profit and may engage in the transaction of any or all lawful business for which corporations may be formed in the State of Alabama, the specific purpose of the corporation being retail auto sales.
- Article IV** The corporation is authorized to issue 1,000 shares of no par value common stock with identical rights and privileges, the transfer of which is restricted according to the Bylaws of the corporation. No shares have been issued.
- Article V** The street address of the corporation's initial registered office, the county in which the office is located, and the name of its initial registered agent at that office are as follows:
- Steven W. Mitchell
105 Anchor Circle Alabaster, AL 35007 Shelby County
- Article VI** The number of directors constituting the initial board of directors is two (2). The names and street addresses of the initial Directors are as follows:
- Steven W. Mitchell 105 Anchor Circle Alabaster, AL 35007
Barbara A. Lewis 813 Vestavia Villa Court Birmingham, AL 35226
- Article VII** The name and street address of the sole incorporator of the corporation is:
- Steven W. Mitchell 105 Anchor Circle Alabaster, AL 35007
- Article VIII** A director of the corporation shall not be held liable to the corporation or its shareholders for monetary damages due to a breach of fiduciary duty, unless the breach is a result of self-dealing, intentional misconduct, or illegal actions.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this, the 22nd Day of July, 1998. The undersigned incorporator hereby declares, under penalty of perjury, that the statements made in the foregoing Articles of Incorporation are true, and that the incorporator is at least eighteen years of age.

Steven W. Mitchell
Name of Incorporator

Steven W. Mitchell
Signature of Incorporator

08/07/1998-30257
08:22 AM CERTIFIED
SHELBY COUNTY JUDGE OF PROBATE
003 MCD 90.00

Inst # 1998-30257

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:

M&B Auto Sales, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Steve Mitchell, 105 Anchor Circle, Alabaster, AL 35007 for a period of one hundred twenty days beginning July 22, 1998 and expiring November 20, 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.

July 22, 1998
Date

Jim Bennett

A handwritten signature in dark ink, appearing to read 'Jim Bennett', written over a horizontal line.

Secretary of State

Inst # 1998-30257

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