

STATE OF ALABAMA  
SHELBY COUNTY

**ARTICLES OF INCORPORATION**

**OF MURPHCO, INC.**

**AN ALABAMA CORPORATION**

The undersigned, in order to form a corporation under and pursuant to the laws of the State of Alabama, hereby adopt the following Articles of Incorporation:

**NAME**

FIRST: The name of the corporation is: MURPHCO, INC.

**PERIOD OF DURATION**

SECOND: The period for the duration of the corporation shall be perpetual.

**PURPOSES**

THIRD: (a) The purpose or purposes for which the corporation is organized is the transaction of any and all lawful business for which corporation may be organized under the Alabama Business Corporation Act including but not limited to, the operation and management of an automotive transmission and repair facility, in particular, a business known as Mr. Transmission located at 3359 Pelham Parkway, Pelham, Alabama 35124.

(b) In furtherance but not in limitation of the aforesaid purposes of this corporation and without limitation of the powers conferred by statute or general rules of law, this corporation shall have the following powers in addition to others now or hereafter conferred by law:

(1) To purchase, lease, or otherwise lawfully acquire and hold all materials, fixtures, machinery, office supplies, furniture and equipment, and other apparatus, of whatever nature, if the same shall be necessary or incident to the business, aforesaid;

(2) To engage in the general warehousing and storage business both with

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respect to products, supplies, and materials made or used in said business and including also the warehousing or storage of any other lawful articles or commodities;

(3) To purchase, acquire, hold, improve, sell, convey, assign, release, mortgage, encumber, lease, hire and deal in real and personal property of every kind and nature, including stocks and securities of other corporations and to lend money and take securities for the payment of all sums due the corporation and to sell, assign, and/or release such securities;

(4) To improve, develop and operate, and to sell, convey, assign, mortgage or lease any real estate and personal property;

(5) To acquire the goodwill, rights and property, and to undertake the whole or any part of the assets and liabilities of any person, firm, association or corporation; to pay for the same in cash, the stock of this corporation, bonds or otherwise; to hold or in any manner to dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or part of any business so acquired and to exercise all the powers necessary to convenient in and about the conduct and management of such business;

(6) To guarantee, purchase or otherwise acquire, hold, sell, assign, transfer, mortgage, pledge or otherwise dispose of, shares of the capital stock, bonds or other evidences of indebtedness created by other corporations, and privileges of ownership, including the right to vote thereon, to the same extent as a natural person might or could do;

(7) To borrow money for any of the purposes of this corporation and to issue bonds, debentures, debenture stock, notes and other obligations therefor, without security, or secured pledge or mortgage of the whole, or any part of its property, real or personal; and to draw, make, accept, endorse, discount, guarantee, execute and issue promissory notes, bills of exchange, drafts, warrants, and all kinds of obligations and certificates and negotiable or transferable instruments;

- (8) To subscribe for, purchase, or otherwise acquire and hold with same rights ownership therein as may be permitted natural persons, the shares; bonds and obligations of the corporation;
- (9) To protect the business of the corporation or any part thereof by trademarks, trade names, or distinguishing name of title, and to acquire or to take over the trademarks, trade names, process formulae, patent rights, inventions, and apparatus useful and convenient in the conduct of the said business of the corporation;
- (10) To have one or more offices and to conduct any or all of its operations and business and to promote its objects within or without the State of Alabama, without restrictions as to place or amount;
- (11) To establish lines of credit with banking houses or elsewhere, for the purposes hereinbefore enumerated and set forth and to incur indebtedness, and to raise, borrow and secure the payment of money in any lawful manner, including the issue and sale or other disposition of, bonds, warrants, debentures, obligations, negotiable and transferable instruments, and evidences of indebtedness of any kind whether secured by mortgage, pledge, deed of trust, or otherwise, for the purpose of adding additional capital, or for any other purposes in or about its business or affairs without limit as to amount except as provided by statute, this to be done on such terms and conditions and by such officers as said banking house or houses may require;
- (12) The foregoing clauses may be construed as objects and powers and it is hereby expressly provided that the foregoing enumerations of specific powers shall not be held to limit or restrict in any manner the powers of the corporation. In additions to the objects aforesaid, the corporation shall have the power to conduct and carry on any business or activity not prohibited by law, nor required by law to be specifically stated in these Articles; and
- (13) To do any and all things herein set forth and in addition, such other acts and things as are necessary or convenient to attainment of the purpose of this

corporation, or nay of them, to the same extent as natural persons might do or could do in any part of the world, insofar as such acts are permitted to be done by a corporation organized under the General Corporation Acts of the State of Alabama.

#### **AUTHORIZED SHARES**

FOURTH: The aggregate number of shares of stock which the corporation shall have the authority to issue shall be 1,000 shares of common stock of the par value of \$1.00 per share, of which 100 shares will be issued upon incorporation. All shares of the common stock of the Corporation sold and issued pursuant to the initial offering including the initial offering and authorized shares, shall be issued as Section 1244 stock within the meaning of Section 1244 of the Internal Revenue Code of 1986, as amended.

#### **REGISTERED OFFICE/INITIAL REGISTERED AGENT**

FIFTH: The location and mailing address of the corporations's registered office, and the name of its initial registered agent at such address is:

Ferrell Murph  
5741 Englet Road  
Semmes, Alabama 36575

#### **INITIAL BOARD OF DIRECTORS**

SIXTH: The initial board of directors shall consist of one (1) person. The name and address of the person who shall serve as director until the first annual meeting of shareholders of the corporation or until the successor or successors to such director or directors are elected and qualify are:

Ferrell Murph  
5741 Englet Road  
Semmes, Alabama 36575

## INCORPORATION

SEVENTH: The name and address of the incorporator is:

Ferrell Murph  
5741 Englet Road  
Semmes, Alabama 36575

## MISCELLANEOUS

EIGHTH: The shareholders shall have the authority to make the Bylaws for the regulation and government of the corporation, its agents, servants, officers, and for all other purposes not in conflict with the laws of the State of Alabama.

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

IN WITNESS THEREOF, The undersigned incorporator has executed these Articles of Incorporation on this, the 10<sup>th</sup> day of February, 2000.

  
Ferrell Murph  
Incorporator

OF COUNSEL:  
BRUCE B. STONE, P.C.  
Post Office Box 1963  
547 South Lawrence Street  
Montgomery, Alabama 36102-11963  
(334) 834-1700

# 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:

MURPHCO, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Bruce Stone, P O Box 1963, Montgomery, AL 36102-1963 for a period of one hundred twenty days beginning February 2, 2000 and expiring June 2, 2000.

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 2, 2000

Date

*Jim Bennett*

Jim Bennett

Secretary of State

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