

STATE OF ALABAMA     )  
SHELBY COUNTY        )

**CERTIFICATE OF INCORPORATION  
OF  
VALLEY AUTOMOTIVE & TRANSMISSION CO., INC.**

I, the undersigned, desiring to form a corporation pursuant to Title 10, Chapter 2, Code of Alabama, 1975, do hereby make, publish and acknowledge this Certificate for that purpose, as follows:

**FIRST**

The name of the Corporation shall be "VALLEY AUTOMOTIVE & TRANSMISSION, CO., INC."

**SECOND**

The purposes for which the same is to be formed are to do any and all of the things hereinafter set forth:

- A. To engage in retail and wholesale, vehicle sales and repair activity , and not limited to, all makes of motor vehicle and accessories.
- B. To hold in inventory any goods, wares or merchandise or other things of value.
- C. To take, buy, purchase, exchange, take on lease, sublease, and otherwise acquire, own, use, hold, occupy, manage, control, maintain, improve, develop, mortgage, and otherwise encumber, sell, assign, transfer, convey, lease, sublease and otherwise dispose of and generally deal in or with real estate, real property, personal property, and property of every kind, character and description, both improved and unimproved, and any and all interests and rights therein and thereto, located in any part of the world, and to acquire, hold, lease, manage, operate, develop, control, build, construct,

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erect, reconstruct, or purchase directly any lands, buildings, offices, plants, warehouses, mills, stores, ships, shops, factories, machinery, rights, easements, permits, franchises, and licenses and other like things, and to sell, lease, hire, exchange, rent or otherwise dispose of lands, buildings, personal property and other property of the Corporation, or any part thereof.

**D.** To borrow money and to secure, hold, mortgage, lend, lease and convey for the purpose of carrying on the business of the Corporation, any and all property, real and personal.

**E.** In general, to do any and all things and exercise any and all powers which may now exist or ever hereafter be lawful for the Corporation to do or exercise under and in pursuance of the laws of the State of Alabama or any other laws which may now or hereafter be applicable to the Corporation.

**F.** The foregoing clauses shall be construed as both objects and purposes and powers of the Corporation, and it is hereby expressly provided that the foregoing shall not be held to limit or restrict in any manner the powers of this Corporation.

### **THIRD**

The location of the initial registered office of the Corporation shall be in the City of Pelham, Shelby County, Alabama, at 830 Highway 33, Pelham, AL 35124. The name of the initial registered agent is Hope Chi Mills and she is hereby appointed as the agent to receive service of process for the Corporation at the initial registered office address as set forth herein.

### **FOURTH**

The total number of shares of stock which the Corporation shall be authorized to issue shall be ONE HUNDRED SHARES OF COMMON STOCK, with a PAR VALUE OF TEN DOLLAR AND NO/100 (\$10.00) PER SHARE, such stock to be both participating and voting.

## **FIFTH**

**A.** The name and address of the person designated by the Incorporator to receive subscriptions to the capital stock shall be:

Hope Chi Mills, 830 Highway 33, Pelham, AL 35124.

**B.** The name and address of the Incorporator and the number of shares subscribed to by them are as follows:

Hope Chi Mills  
830 Highway 33  
Pelham, AL 35124

Total	100 Shares
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**C.** The name and address of the Directors who are to serve until the first meeting of stockholders are as follows:

Hope Chi Mills  
830 Highway 33  
Pelham, AL 35124

PRESIDENT/VICE PRESIDENT/  
SECRETARY/TREASURER

all at 830 Highway 33, Pelham, AL 35124.

## **SIXTH**

The duration of the Corporation shall be perpetual.

## **SEVENTH**

This Corporation shall be managed by a Board of Directors whose number shall be no less than one, and who shall be elected by a majority vote of the stockholders of the common stock of the Corporation, and each share shall be entitled to one vote.

## EIGHTH

The Corporation shall only be liquidated and dissolved by majority vote of the stockholders after proper notice and election.

## NINTH

That the shares of the Corporation are closely held and any shareholder desirous of selling or otherwise transferring ownership of his share must by agreement, first offer rights of first refusal to all other shareholders of record at the greater price of book value or par value of the said stock.

Any portion of the authorized stock which is not issued shall be held by the corporation as treasury stock. A vote of the majority of the outstanding and issued stock shall be required for & the corporation to sell or transfer any treasury stock.

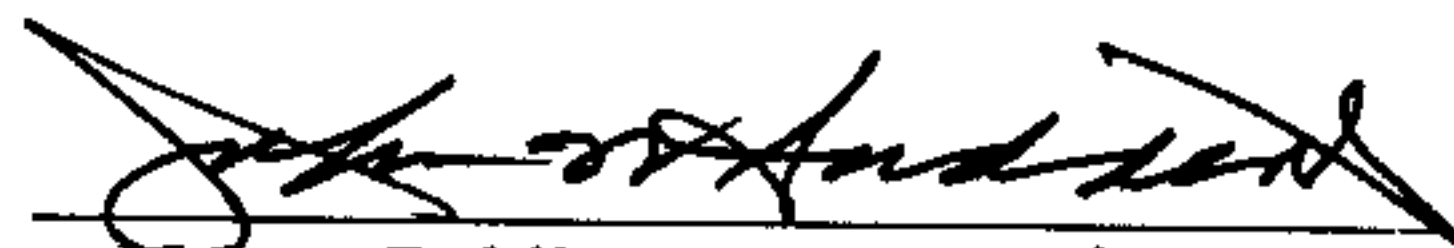
## TENTH

The Corporation shall have the right to adopt a Corporate seal and make by-laws for the regulation of its internal affairs and for other purposes not inconsistent with the Constitution and laws of the State of Alabama and this Certificate of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has subscribed her name to this Certificate of Incorporation, this the 16<sup>th</sup> day of February, 2001.

  
Hope Chi Mills

GIVEN UNDER MY HAND AND SEAL this the 16<sup>th</sup> day of February, 2001.

  
Notary Public Exp 7/6/02

STATE OF ALABAMA     )

SHELBY COUNTY         )

**AFFIDAVIT OF STOCK SUBSCRIPTIONS**

Before me, the undersigned, a Notary Public and for the said County, in said State, personally appeared Hope Chi Mills, the person authorized and designated by the Incorporator of Valley Automotive & Transmission Co., Inc., to receive subscriptions to the capital stock of said Corporation, who is known to me, after being duly sworn, deposes and says as follows:

That the amount of capital stock of VALLEY AUTOMOTIVE & TRANSMISSION, CO., INC., which has been paid in is as follows:

Hope Chi Mills	100 Shares
Total	100 Shares

This the 16<sup>th</sup> day of July, 2001.

Hope Chi Mills  
Hope Chi Mills

GIVEN UNDER MY HAND AND SEAL this the 16<sup>th</sup> day of July, 2001.

John R. Anderson  
Notary Public Exp 7/6/03

STATE OF ALABAMA )

SHELBY COUNTY )

**PREINCORPORATION SUBSCRIPTION AGREEMENT**

I, the undersigned Incorporator of VALLEY AUTOMOTIVE & TRANSMISSION ,CO., INC., hereby subscribe to the number of shares of said Corporation listed by my name, as follows:

Hope Chi Mills	100 Shares
Total	100 Shares

I agree to pay into the Corporation a sum in cash or property equal to not less than TEN DOLLARS AND NO/100 DOLLARS (\$10.00 per share) for each share of stock subscribed.

This the 14<sup>th</sup> day of July, 2001.

Hope Chi Mills  
Hope Chi Mills

# 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:

**Valley Automotive & Transmission Co., Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John Somerset, 5385 1st Ave N, Birmingham, AL 35212 for a period of one hundred twenty days beginning February 16, 2001 and expiring June 17, 2001.



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 16, 2001

Date

A handwritten signature in dark ink, appearing to read "Jim Bennett".

Jim Bennett

Secretary of State

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