


This Instrument Prepared By:

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Baker, Donelson, Bearman, Caldwell & Berkowitz  
A Professional Corporation  
420 North 20th Street, Suite 1600  
Birmingham, AL 35203

  
20041020000580390 Pg 1/5 95.00  
Shelby Cnty Judge of Probate, AL  
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ARTICLES OF INCORPORATION  
OF  
AMROM MOTOR CORPORATION

TO THE HONORABLE JUDGE OF PROBATE  
OF SHELBY COUNTY, ALABAMA

The undersigned, for the sole purpose of forming a corporation pursuant to the provisions of the Alabama Business Corporation Act and any amendment thereto or supplement thereof (the "Act"), hereby files these Articles of Incorporation.

1. NAME. The name of the corporation is AmRom Motor Corporation (the "Corporation").
2. PURPOSES. The purposes for which the Corporation is organized are to engage in the manufacture and distribution of all types of motor vehicles, and any other lawful business, act or activity for which a corporation may be organized under the Act, it being the purpose and intent of this Article to invest the Corporation with the broadest purposes, objects and powers lawfully permitted a corporation formed under the Act; and to carry on any and all aspects, ordinary or extraordinary, of any lawful business and to enter into and carry out any transaction, ordinary or extraordinary, permitted by law, having and exercising in connection herewith all powers given to corporations by the Act and all other applicable laws of the State of Alabama.
3. SHARES.
  - (a) Authorized Shares. The Corporation shall be authorized to issue one (1) class of capital stock, which shall be designated as common stock, par value of One Dollar (\$1.00) per share. The aggregate number of shares of such common stock that the Corporation shall have authority to issue is Five Thousand (5,000) shares.
  - (b) Shareholders' Agreement; Restrictions on Transfer. The Bylaws of the Corporation, an agreement among shareholders of the Corporation or an agreement between such shareholders and the Corporation may impose restrictions on the transfer or registration of transfer of shares of the Corporation, and notice is hereby given that any such bylaw provision or agreement may exist restricting the transfer or registration of transfer of shares of the Corporation. If such bylaw provision or agreement exists, the restriction on transfer or registration of transfer of shares of the Corporation imposed thereby will be noted conspicuously on the front or back of the certificate or certificates evidencing the shares to which the restriction relates. Even if not so noted, such a restriction is enforceable against a person with actual knowledge of the restriction. The Corporation may, from time to time, lawfully enter into any



agreement to which all, or less than all, of the holders of record of the issued and outstanding shares of the Corporation shall be parties, restricting the transfer of any or all shares upon such reasonable terms and conditions as may be approved by the Board of Directors of the Corporation, and containing such other provisions and agreements between the Corporation and its shareholders, or among the shareholders, as may be permitted by the Act.

(c) Lien on Shares. The Corporation shall have a lien on its shares for any debt or liability incurred to it by its shareholders on account of subscription obligations of such shareholders for the payment of newly issued shares of the Corporation before notice of transfer of or levy on such shares, which lien may be exercised by cancellation, forfeiture, or public or private sale, upon reasonable notice, of such shares, which remedies are cumulative to an action to enforce payment or other remedies provided by law.

4. INITIAL REGISTERED OFFICE AND AGENT. The street address of the initial registered office of the Corporation, and the name of its initial registered agent at such address are:

✓ Edwin J. Den Beste  
1019 Knollwood Drive  
Birmingham, Alabama 35242

5. INCORPORATOR. The name and mailing address of the incorporator are:

Edwin J. Den Beste  
1019 Knollwood Drive  
Birmingham, Alabama 35242

6. DIRECTORS.

(a) Authority of the Board of Directors. All corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation managed under the direction of, its Board of Directors, subject to any limitations set forth in these Articles of Incorporation or in an agreement authorized under the Act.

(b) Number of Directors. The number of directors constituting the initial Board of Directors shall be three (3). After the first annual meeting of shareholders, or a special meeting held in lieu thereof, the number of directors shall be as set forth in, or as determined in accordance with, the Bylaws. The number of directors may be increased or decreased from time to time by amendment to the Bylaws or in the manner provided for therein; provided, however, that the Board of Directors may not, and only the shareholders may, increase or decrease by more than thirty percent (30%) the number of directors last approved by the shareholders. The Board of Directors shall have the power to fill vacancies in the Board of Directors resulting from an increase in the number of directors.

(c) Initial Board of Directors. The names and addresses of the persons who are to serve as the initial directors until the first annual meeting of shareholders or a special meeting held in lieu thereof, or until their successors shall be elected and qualified are:



NAME

ADDRESS

Edwin J. Den Beste

1019 Knollwood Drive  
Birmingham, Alabama 35242

Christian E. Den Beste

512 Littrell Circle  
Moulton, Alabama 35650

Jim Perry

61 Maple Trace  
Hoover, Alabama 35244

(d) Limitation on Liability of Directors. A director of the Corporation shall have no personal liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a director, except liability for (i) the amount of any financial benefit received by a director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or the shareholders; (iii) a violation of Section 10-2B-8.33 of the Act as the same now exists or may hereafter be amended; (iv) an intentional violation of criminal law; or (v) a breach of the director's duty of loyalty to the Corporation or its shareholders. If the Act, or any successor statute thereto, is hereafter amended to authorize the further elimination or limitation of the liability of a director of a corporation, then the liability of a director of the Corporation, in addition to the limitations on liability provided herein, shall be limited to the fullest extent permitted by the Act, as amended, or any successor statute thereto. No amendment to or repeal of this Section shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

7. INDEMNIFICATION. The Corporation may indemnify its shareholders, directors, officers, employees and agents to the maximum extent permitted by law.

8. BYLAWS; AMENDMENT OF ARTICLES.

(a) Bylaws. The initial Bylaws of the Corporation shall be adopted by the Board of Directors. The power to alter, amend or repeal the Bylaws or adopt new Bylaws shall be vested in the Board of Directors, which power may be exercised in the manner and to the extent provided in the Bylaws; provided, however, that the Bylaws so altered, amended or repealed by the Board of Directors may be altered, amended or repealed by the shareholders; and provided further, that the Board of Directors may not alter, amend or repeal any bylaw or resolution that was adopted by the shareholders and specifically provides that it cannot be altered, amended or repealed by the Board of Directors. The Bylaws may contain any provision for the regulation of the business and affairs of the Corporation that is not inconsistent with law or these Articles of Incorporation.

(b) Amendment of Articles. The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation in the manner now or hereafter prescribed or permitted by the Act, and all rights conferred upon officers, directors and shareholders herein are granted subject to such reservation. Any such amendment for which

voting by voting group is required by the Act shall be effective only if such amendment is approved by each voting group entitled to vote thereon.

IN WITNESS WHEREOF, the undersigned Incorporator has signed his name to these Articles of Incorporation on this the 20th day of October 2004.

A handwritten signature in cursive script, reading "Edwin J. Den Beste". The signature is written in black ink and is positioned above a horizontal line.

Edwin J. Den Beste  
Incorporator



Nancy L. Worley  
Secretary of State

P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Nancy L. Worley, 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:

**AmRom Motor Corporation**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Edwin J Den Beste, 1019 Knollwood Dr, Birmingham, AL 35242 for a period of one hundred twenty days beginning October 19, 2004 and expiring February 17, 2005.



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.

October 19, 2004

Date

Nancy L. Worley

Secretary of State