

# ARTICLES OF INCORPORATION

OF

**PINNACLE SALES, INC.**



20090401000119750 1/5 \$95.00  
Shelby Cnty Judge of Probate, AL  
04/01/2009 03:48:57PM FILED/CERT

We, the undersigned acting as Incorporators, do hereby adopt and file the following Articles of Incorporation in accordance with the provisions of the **Alabama Business Corporation Act** in order to form a corporation under and pursuant to the laws of the State of Alabama:

## ARTICLE I

### CORPORATE NAME AND DURATION

The name of the corporation shall be **PINNACLE SALES, INC.** and the period of duration shall be perpetual.

## ARTICLE II

### AUTHORIZED SHARES

The maximum number of shares which the corporation is authorized to issue and have outstanding is 10,000 shares, all of which shall be common shares with a par value of \$1.00 per share.

## ARTICLE III

### REGISTERED OFFICE AND AGENT

The registered office of the corporation shall be located at 1982 McCain Parkway, Pelham, Alabama 35124, and its registered agent(s) at such address shall be John T. Burke and Adam R. Faust.

## ARTICLE IV

### INCORPORATORS

The names and addresses of the incorporators are as follows:

John T. Burke


130 Windsor Lane  
Pelham, Alabama 35124

Adam R. Faust

1120 Forest View Lane  
Vestavia Hills, Alabama 35216

## ARTICLE V

### INITIAL DIRECTORS

  
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The number of directors constituting the initial Board of Directors of the corporation is 2, and the name and address of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and shall duly qualify are as follows:

John T. Burke

130 Windsor Lane  
Pelham, Alabama 35124

Adam R. Faust

1120 Forest View Lane  
Vestavia Hills, Alabama 35216

## ARTICLE VI

### PURPOSE(S)

The purposes for which the corporation has been organized are as follows:

A. To engage as commissioned representatives in the buying and selling, warehousing, and distribution of products that are native to the automotive aftermarket, marine, and furniture industries;

B. To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in and with, real or personal property, or any interest therein, wherever situated;

C. To invest its funds in real estate, mortgages, stocks, and bonds or any other type of investment;

D. To have and exercise all powers necessary or convenient to effect its corporate purposes;

E. 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 restriction as to place or amount;

F. To do any and all of the things herein set forth as principal, agent, contractor, sub-contractor, trustee or otherwise, alone or in company with others, whether such others be individuals, corporations, associations or in partnership;

G. To do any and all lawful things in and about the conduct of such business in any of the aforementioned capacities or manner as are usual and necessary in the type of enterprise(s);

H. To transact any and all lawful business that may be incidental or beneficial to the company; and

I. To exercise all powers now granted, or which in the future may be granted, by the Alabama Business Corporation Act to corporations formed thereunder, subject to any limitation imposed or any provision of any other statute of the State of Alabama.

## ARTICLE VII

### BY-LAWS

The conduct of the business and the affairs of the corporation shall be governed and regulated by its By-Laws. The shareholders reserve the right to adopt the initial By-Laws of the Corporation. The Board of Directors is expressly authorized to alter, amend, or repeal the By-Laws of the corporation, without any action on the part of the shareholders; but the By-Laws so altered, amended or repealed by the directors and the powers so conferred may be altered, amended or repealed by the shareholders at any annual meeting, or at any special meeting provided notice of such proposed alteration, amendment, or repeal by the shareholders be included in the notice of such special meeting of the shareholders.

## ARTICLE VIII

### MANAGEMENT

The management of the business of the corporation shall be vested in the Board of Directors, who, in addition to the powers and authorities granted by the By-Laws, the Statutes of Alabama, or otherwise expressly conferred upon them, are hereby empowered to exercise all such powers and do all such acts and things as may be exercised or done by the corporation which are not by Statute or the By-Laws of the corporation directed or required to be exercised or done by the shareholders, or by the corporation in a general meeting; subject, however, to the provisions of the Code of Alabama, these Articles of Incorporation, the By-Laws of the corporation, and to any resolution from time to time made by the corporation in a general meeting, provided that no resolution or By-Laws so made shall invalidate any prior act of the Directors which would have been valid if such By-Laws had not been made or if such resolution had not been adopted.

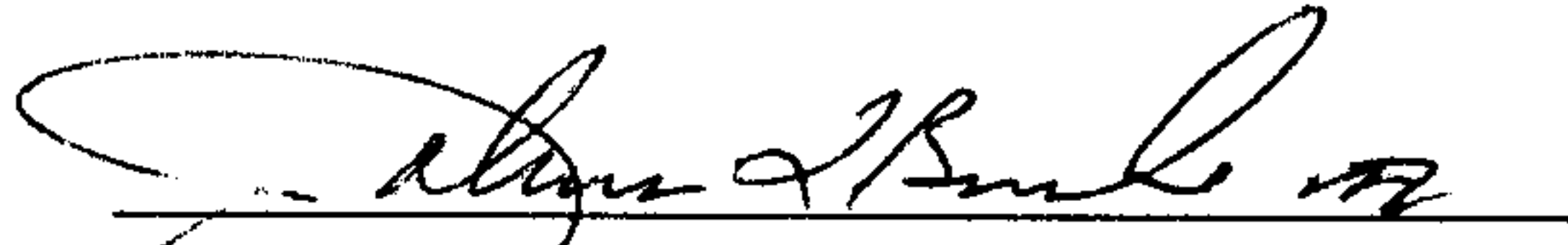
## ARTICLE IX

### AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by the affirmative vote of a majority of the shareholders of this corporation at a meeting called for that purpose.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these

Articles of Incorporation on this the 31 day of MARCH, 2009.

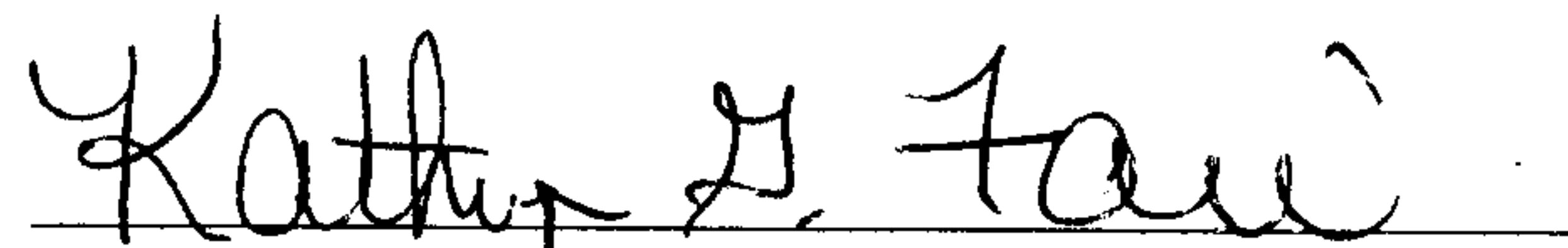
  
JOHN T. BURKE

  
ADAM R. FAUST

STATE OF ALABAMA

COUNTY OF SHELBY

Before me, the undersigned authority, a Notary Public in and for said county and state, personally appeared John T. Burke and Adam R. Faust, who being known to me, acknowledged before me on this date that they, as incorporators, did execute the foregoing Articles of Incorporation on the 31 day of MARCH 2009.

  
Kathryn S. Faust  
Notary Public

Commission expires: ~~My Commission Expires Nov. 1, 2010~~

THIS DOCUMENT PREPARED BY:

**Brian J. Hurst**

Law Office of Brian J. Hurst

P.O. Box 43677

Birmingham, AL 35243

(205) 969-8186

Beth Chapman  
Secretary of State

20090401000119750 5/5 \$95.00  
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P.O. Box 5616  
Montgomery, AL 36103-5616

# STATE OF ALABAMA

I, Beth Chapman, 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:

**Pinnacle Sales, Inc.**

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of John T Burke, 130 Windsor Lane, Pelham, AL 35124 for a period of one hundred twenty days beginning February 17, 2009 and expiring June 18, 2009.



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 17, 2009

Date

*Beth Chapman*

Beth Chapman

Secretary of State