

ARTICLES OF ORGANIZATION OF RPM AUTO SALES, LLC

Pursuant to the Provisions of §10-12-1, et. Seq. of the Code of Alabama (1975 as amended), the undersigned hereby adopt the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is RPM Auto Sales, LLC (the "Company").

ARTICLE II

Duration

The Company shall have a duration from the date of organization and shall continue perpetually, unless it is dissolved and its affairs wound up in accordance with the Alabama Limited Liability Company Act (the "Act").

ARTICLE III

Purposes

The Company is formed for the purpose of:

- (a) To engage in the business of selling motor vehicles to the general public;
- (b) The transaction of any or all lawful business which may be incidental or beneficial to the Company;
- (c) Protecting the various assets and properties of the Company from the claims of creditors of the Members;
- (d) Protecting the various assets and properties of the Members from the claims of creditors of the Company;


(e) Carrying on any and all activities necessary, proper, convenient, or advisable in connection therewith; and,

(f) Undertaking any other lawful business activity, except as otherwise provided by the laws of the State of Alabama.

ARTICLE IV

Registered Agent and Office

The location and street address of the initial registered office of the Company shall be: **2969 Pelham Parkway, Suite A, Pelham, Alabama 35124** and its registered agent at such address shall be **Michael D. Mitchell**.


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ARTICLE V

Initial Members

The names and addresses of the initial members are:

MICHAEL D. MITCHELL

Suite A
2969 Pelham Parkway
Pelham, AL 35124

DAVID W. ROWAN

Suite A
2969 Pelham Parkway
Pelham, AL 35124

ARTICLE VI

Admission of Additional Members


Upon the unanimous written consent of the members, the Company may permit the admission of additional members and the terms and conditions of their admission shall be set forth in the Company's Operating Agreement.

ARTICLE VII

Cessation of Membership

The cessation of membership of one or more members will not result in the dissolution of the Company.

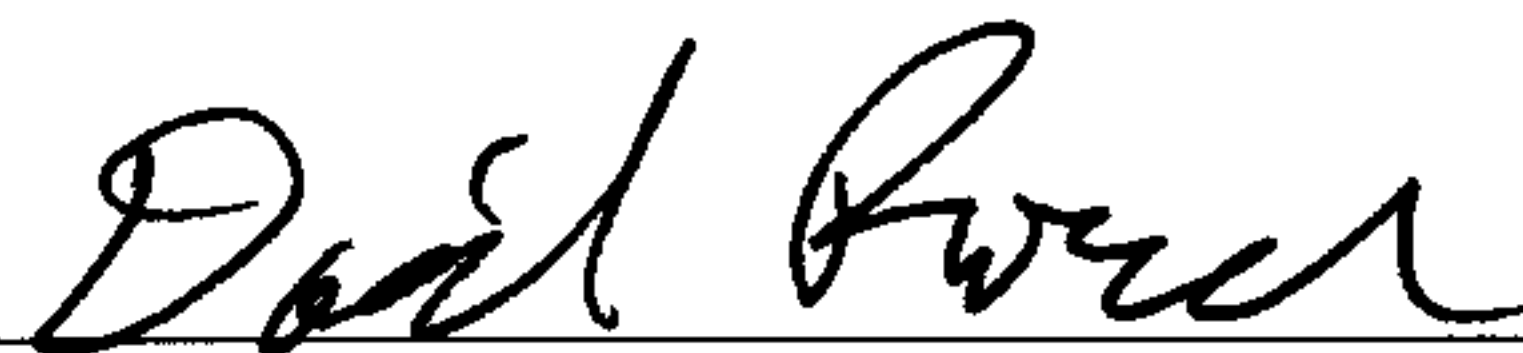
IN WITNESS WHEREOF, these Articles have been subscribed as of the 19th day of January, 2010 by the undersigned members, who affirm that these statements made herein are true under the penalties of perjury.


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MICHAEL D. MITCHELL

Member



DAVID W. ROWAN

Member