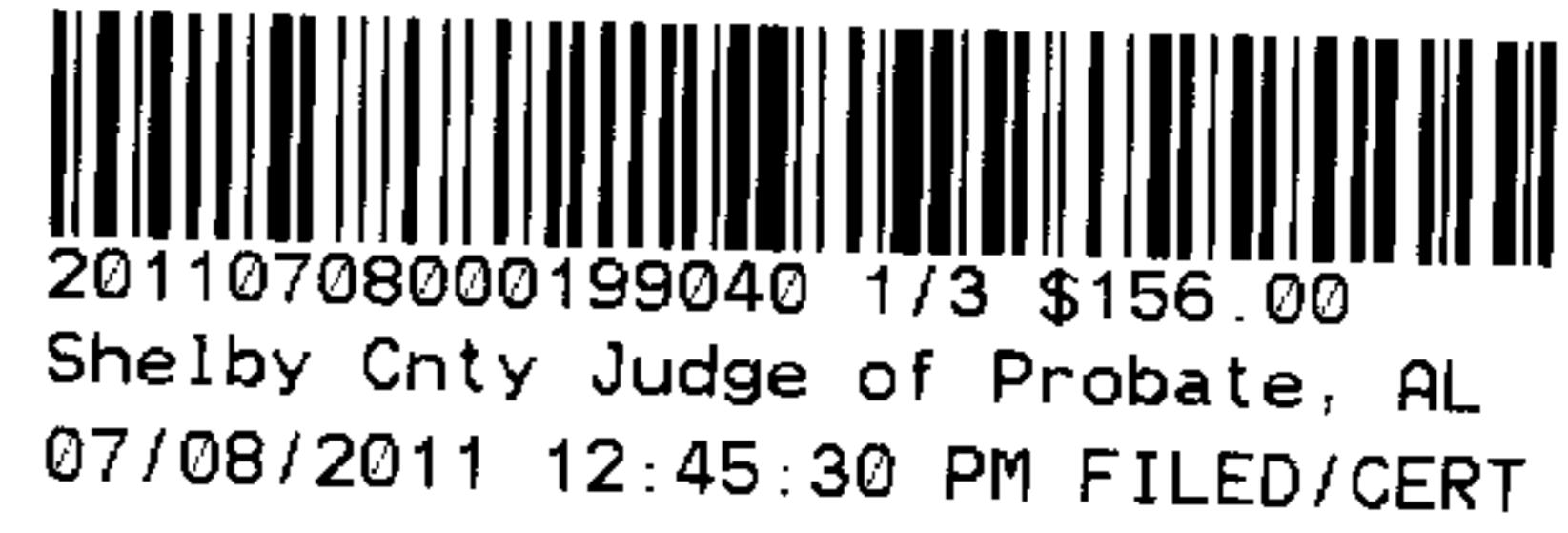


**ARTICLES OF ORANIZATION  
OF  
HIGHLANDER TIRE, LLC**



Pursuant to the Provisions of Act No. 93-724 of the 1993 Alabama Legislature, the undersigned hereby adopt the following Limited Liability Company Articles of Organization:

**ARTICLE I**

**NAME**

HIGHLANDER TIRE, LLC

**ARTICLE II**

**DURATION**

The period of duration is perpetual.

**ARTICLE III**

**PURPOSES**

The Limited Liability Company has been organized for the following purposes:

To purchase improve, develop, lease, exchange, sell, dispose of, and otherwise own and operate a business engaged in the sale of tires and automotive accessories and the performance of automotive services.

**ARTICLE IV**

**REGISTERED AGENT/OFFICE**

The location and street address of the initial registered office shall be 3200 Sixth Avenue South, Birmingham, Alabama 35222 and its registered agent at such address shall be Howard F. Johnston, III.

**ARTICLE V**

**INITIAL MEMBERS**

The names and addresses of the initial Members are:

Sentry Tire, LLC 3200 6<sup>th</sup> Avenue, South, Birmingham, AL 35222

**ARTICLE VI**  
**MEMBERS INTEREST**

  
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The members interest in the Limited Liability Company are as follows:

Sentry Tire, LLC	100%
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**ARTICLE VII**

**MANAGERS**

The names and addresses of the managers who are to serve until the first annual meeting of members or until their successors are elected and qualify:

Managing Member, President, Chief Financial Officer, and Secretary:

Howard F. Johnston, III – 3735 Keswick Circle, Birmingham, AL 35242

Executive Vice President – Sales:

Michael A. Johnston – 3417 Country Brook Lane, Birmingham, AL 35243

Executive Vice President – Marketing and Personnel and Assistant Secretary:

Howard F. Johnston, Jr. – 1325 Branchwater Lane, Birmingham, AL 35216

**ARTICLE VIII**

**ADDITIONAL MEMBERS**

The Limited Liability Company may add additional members upon such terms and conditions as the existing members deem appropriate.

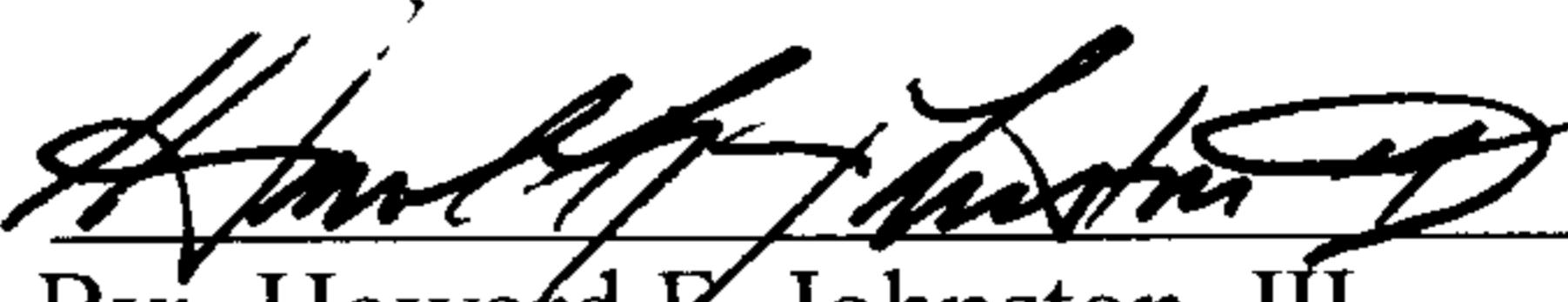
**ARTICLE IX**

**CONTINUATION AFTER DISASSOCIATION**

The remaining members of the Limited Liability Company may continue the business after an event of disassociation terminates the continued membership of a member in the Limited Liability company.

**IN WITNESS THEREOF**, the undersigned members have executed these Articles of Organization, on this, the 23<sup>rd</sup> day of June, 2011.

THIS DOCUMENT PREPARED BY:

  
By: Howard F. Johnston, III  
Its Managing Member

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**Beth Chapman**  
Secretary of State

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 Title 10A, Chapter 1, Article 5, **Code of Alabama 1975**, and upon an examination of the entity records on file in this office, the following entity name is reserved as available:

**Highlander Tire, LLC**

This domestic limited liability company name is proposed to be formed in Alabama and is for the exclusive use of **HIGHLANDER TIRE, LLC, 3200 SIXTH AVENUE SOUTH, BIRMINGHAM, AL 35222** for a period of one hundred twenty days beginning July 6, 2011 and expiring November 4, 2011

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.

July 7, 2011

Date

*Beth Chapman*  
Beth Chapman      Secretary of State



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