

**Articles of Incorporation  
Of  
Kingdom Auto Repair, Inc.**

KNOW ALL MEN BY THESE PRESENTS:

THAT for the purpose of forming a corporation pursuant to the provisions of Title 10, Chapter 2-A, Code of Alabama 1975, known as the Alabama Business Corporation Act as last amended, the below named incorporators being the only subscribers to the capital stock of the corporation hereby organized, hereby adopt these Articles of Incorporation for the purpose of carrying on the business, hereinafter specified, pursuant to the laws of the State of Alabama.

**ARTICLE I**

**NAME OF CORPORATION**

The name of the corporation shall be: Kingdom Auto Repair, Inc.

**ARTICLE II**

**OBJECTS, PURPOSES, AND POWERS**

The corporation, in addition to those powers elsewhere in these articles of incorporation provided or conferred upon it by law, shall have and may exercise the following objects, purposes and powers:

- (1) To haul goods and products to and from lawful businesses local, statewide, and nationwide.
- (2) 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. To sell, convey, mortgage, pledge, lease, exchange, transfer, and otherwise dispose of all or any part of its property or assets. To make contracts and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchise and income.
- (3) To sue and be sued, and to make and use a corporate seal, and to alter the same at pleasure.
- (4) To appoint and employ such officers, agents, and others as the business of the corporation may require.
- (5) To make and alter at pleasure all needful by-laws, rules, and regulations for the transaction of its business, the control of its property and affairs, and for the transfer of the stock.
- (6) To wind up and dissolve itself or be wound up and dissolved.
- (7) To have meetings of its stockholders and board of directors within or without this state. Meetings of stockholders may be held at such place, either within or without this state, as may be provided in the by-laws.
- (8) To carry on the business or businesses, expressed in these articles of incorporation, locally or in other states or foreign countries.
- (9) To subscribe for, acquire, hold and dispose of the stock, bonds or other evidences of indebtedness or other securities of any other corporation of this or any other state or foreign country, and while the owner thereof to exercise the rights, privileges and powers of ownership, including the right to vote.
- (10) To consolidate, merge, combine or exchange stock with any other corporation or corporations.
- (11) To alter or amend its charter.

- (12) To have and exercise all powers necessary or convenient to affect any or all of the purposes for which the corporation is organized.
- (13) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property, tangible and intangible property, as security for the payment of funds so loaned or invested.
- (14) To purchase, take receive or otherwise acquire, hold, own, pledge, transfer or otherwise dispose of its own shares, to the extent and for any purposes permitted or authorized under the laws of Alabama.
- (15) To consent to the election under the appropriate section of the Internal Revenue Code, as amended, to be treated as a small business, or Subchapter S. Corporation for income tax purposes.

The objects, purposes and powers specified in each of the sections hereof shall be regarded as independent objects, purposes and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general or other powers in anywise now or hereafter conferred on the corporation whether by the laws of the State of Alabama or otherwise.

### ARTICLE III

#### LOCATION OF PRINCIPLE OFFICE

The location of the principal office of the corporation in the State of Alabama shall be **8248 Hwy 17, Maylene, AL 35114**. The corporation may establish and maintain other offices and places of business within or without the State of Alabama as may from time to time be necessary or desirable.

### ARTICLE IV


#### REGISTERED OFFICE AND REGISTERED AGENT

The registered office of the corporation is located at **8248 Hwy 17 Maylene, AL 35114** and the registered agent of the corporation is **Christopher L. Colburn**.

### ARTICLE V

#### CAPITAL STOCK

The total authorized shares shall be one thousand (1000) shares of the common stock of a par value of one dollar (\$1.00) per share. The amount of capital with which the corporation shall begin business shall be one thousand dollars (\$1000.00). The corporation shall issue one thousand (1000) shares of common capital stock, all of the same class, with a par value of one dollar (\$1.00) per share.

  
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**ARTICLE VI**  
**VOTING OF STOCK**

Stockholders of the corporation shall have one vote for each one share in the corporation, and there shall be no cumulative voting of the stock. When voting and electing the members of the board of directors or voting on any other matters, the stockholders shall vote their stock on a non-cumulative basis.

**ARTICLE VII**  
**OFFICER TO RECEIVE SUBSCRIPTION**

The name and address of the Officer or agent designated to receive subscriptions to the capital stock of the corporation is Christopher L. Colburn.

**ARTICLE VIII**  
**INCORPORATION AND NUMBER OF SHARES**

The name and address of the incorporators are:

|                               |                    |
|-------------------------------|--------------------|
| <b>Christopher L. Colburn</b> | <b>1000 Shares</b> |
| <b>8248 Hwy 17</b>            |                    |
| <b>Maylene, AL 35114</b>      |                    |

**ARTICLE IX**  
**BOARD OF DIRECTORS**

The business and affairs of the corporation shall be under the management and control of a Board of Directors of not less than one(1) nor more than ten (10) Directors. Subject to such limitation, the number of directors shall be fixed by the By- Laws, except that the number constituting the initial board shall be three(3) directors. In the event of the death or resignation of the directors, or the refusal of the persons elected as directors to accept the election as such, or to otherwise qualify as such, the remaining directors or closest family member shall elect a successor. All directors shall hold office for a period of one (1) year, or until their respective successors are duly elected and qualified, unless removed as provided by the By- Laws.

The name and address of the initial Board of Directors are:

**Christopher L. Colburn**  
**8248 Hwy 17**  
**Maylene, AL 35114**

## **ARTICLE X**

### **OFFICERS**

Section 1. **Number.** The officers of the corporation shall be a president, one or more vice presidents (the number thereof to be determined by the Board of Directors), a secretary, and a treasurer, each of whom shall be elected by the Board of Directors. Such other officers and assistant officers as deemed necessary may be elected or appointed by the Board of Directors. The same individual may simultaneously hold more than one office in the corporation.

Section 2. **Election and Term of Office.** The officers of the corporation to be elected by the Board of Directors shall be elected annually at the first meeting of the shareholders. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as possible. Each officer shall hold office until his successor has been duly elected, has qualified, until his death, until his resignation or has been removed in the manner hereinafter provided.

Section 3. **Removal.** Any officer or agent may be removed by the Board of Directors whenever in its judgment, is the best interest of the corporation. Such removal shall be without prejudice to the contract rights, if any, of the person so removed. Election or appointment of an officer or agent shall not of itself create contract rights.

Section 4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. **President.** The President shall be the principal executive officer of the corporation and subject to the control of the Board of Directors, shall in general supervise, and control all business and affairs of the corporation. The President, when present, presides at all meetings of the shareholders and the Board of Directors. Such may sign, with the Secretary or any other proper officer of the corporation there unto authorized by the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors, by these By- Laws to some other officer or agent of the corporation or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board of Directors from to time.

Section 6. **The Vice President.** In the absence of the President or in the event of his death, inability or refusal to act, the Vice President (or in the event that there is more than one (1) Vice President, the Vice President in the order designated at the time of their election, or if no designation took place than in order of election) shall perform the duties of the president, and when so acting, shall all the powers of and be subject to all the restrictions upon the President. Any Vice President may sign, with the Secretary or an Assistant Secretary for certificates of



shares, of the corporation; and shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 7. *The Secretary.*** The Secretary shall: (a) keep the minutes of the proceedings of the shareholders and of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized; (d) keep a register of the post office address of each shareholder which shall be furnished to the Secretary by each shareholder; (e) sign with the President, or a Vice President on certificates of corporation shares, the issuance of which should have been authorized by resolution of the Board of Directors; (f) have general charge of the stock transfer books of the corporation; and (g) in general perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

**Section 8. *The Treasurer.*** The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the corporation; (b) receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article V of these By-Laws; and (c) in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties, as the Board of Directors shall determine.

**Section 9. *Assistant Secretary and Assistant Treasurer.*** The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or a Vice President on certificate of corporation shares, which has been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary, Treasurer, President, or the Board of Directors.

**Section 10. *Salaries.*** The Board of Directors shall adjust the salary of the officers from time to time. No officer shall be prevented from receiving such salary by reason of the fact that he is also a director of the corporation.

## ARTICLE XI

### INDEMNIFICATION


The corporation shall have the power to the fullest extent permitted by law to indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed claim, action suit or proceeding, whether civil, criminal, administrative or investigative, including appeals by reason of the fact that such person is or was a director, officer, employee or agent of the corporation or director, officer, partner, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses, judgments, fines and all other amounts paid in settlement actually and reasonably incurred in connection with such actions, suits or proceedings.



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IN WITNESS WHEREOF, the incorporators have hereunto set their hands on this 31<sup>st</sup> day of March,  
2012.

Christopher J. Albens

  
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Beth Chapman  
Secretary of State

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

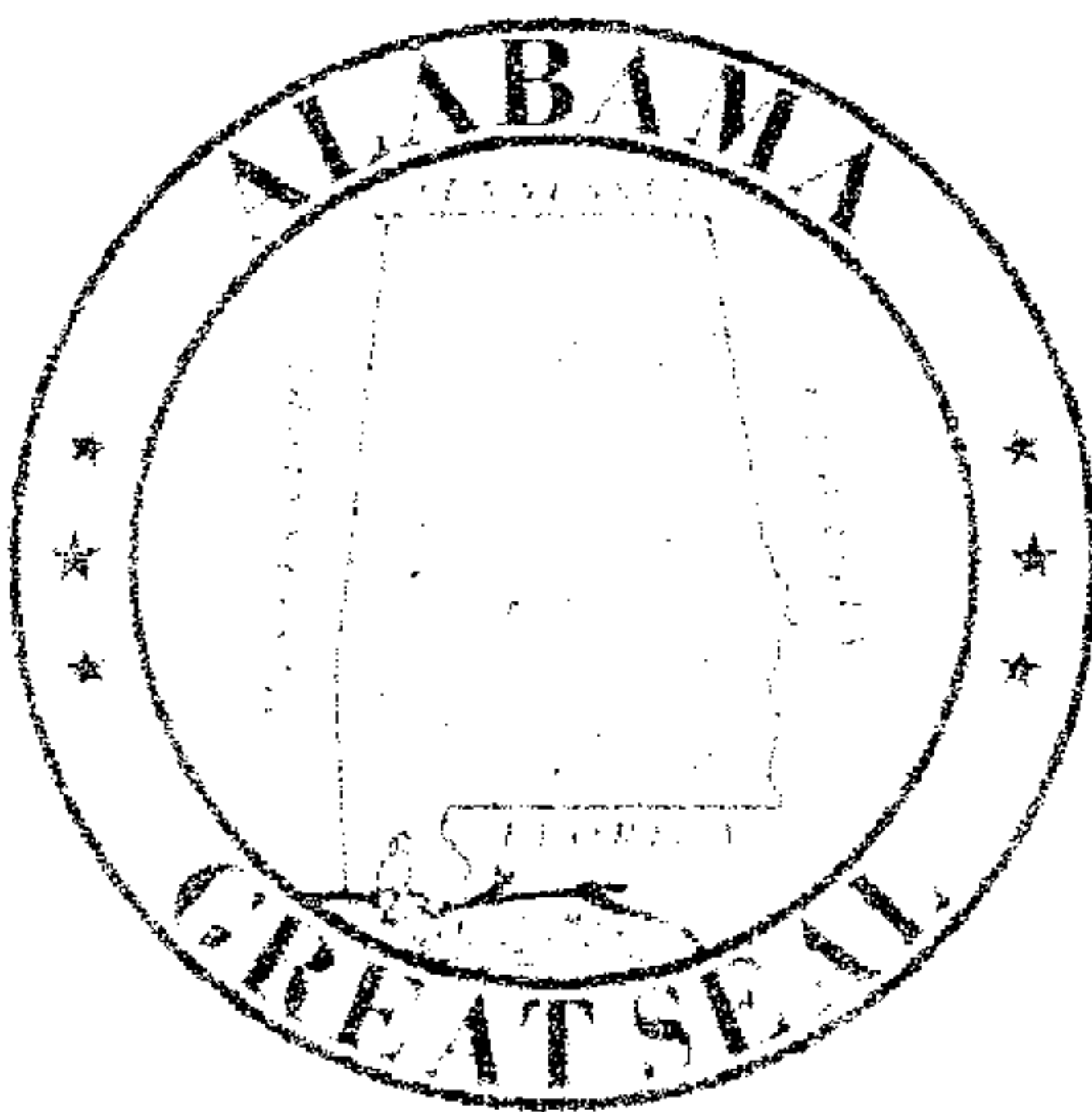
# STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of 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:

**Kingdom Auto Repair, Inc.**

This domestic business corporation is proposed to be formed in Alabama and is for  
the exclusive use of Christopher L. Colburn, 8248 Highway 17, Maylene, AL  
35114 for a period of one hundred twenty days beginning March 29, 2012 and  
expiring July 27, 2012.



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**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.**

March 29, 2012

**Date**

*Beth Chapman*

**Beth Chapman**

**Secretary of State**



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