


CERTIFICATE OF FORMATION

of

BICE AUTO REPAIRS & ACCESSORIES, INC.


20170711000247730 1/4 \$159.00
Shelby Cnty Judge of Probate, AL
07/11/2017 03:37:32 PM FILED/CERT

The undersigned, for the purpose of forming an Alabama corporation pursuant to the provisions of the Alabama Business and Nonprofit Entity Code and the Alabama Business Corporation Law, as the same now exists or as may hereafter be amended (the "Law"), does hereby adopt the following Certificate of Formation:

ARTICLE I

The name of the Corporation is "Bice Auto Repairs & Accessories, Inc." (the "Corporation").

ARTICLE II

The purposes for which the Corporation is formed are:

- (a) To engage in the business of owning and operating an automotive repair business, including all acts or activities relating thereto; and
- (b) To transact any lawful business for which corporations may be incorporated under the Law.

ARTICLE III

The street address and mailing address of the initial registered office of the Corporation is 139 1st Ave West, Alabaster, AL 35007. The name of the initial registered agent at the said registered office is Jerry L. Bice.

ARTICLE IV

The name of the organizer/incorporator is Anthony C. Willoughby, Esq., at Dominick Feld Hyde, P.C., P. O. Box 1387, Birmingham, Alabama 35201-1387.

ARTICLE V

- (a) The total number of shares which the Corporation shall have authority to issue is One Hundred (100) Common Shares, par value of One Dollar (\$1.00) per share.
- (b) All issued and outstanding shares have the same preferences and relative rights, including, without limitation, (i) unlimited voting rights for all purposes at the rate of one vote per

share and (ii) the right to receive the net assets of the Corporation upon dissolution.


(c) No shareholder of the Corporation shall be entitled as a matter of right to subscribe for, purchase, receive or acquire as a preemptive right any shares, or other securities convertible into shares, of the Corporation which it may issue or sell, whether out of the number of shares now or hereafter authorized or out of shares now or hereafter held in its treasury, but all such additional shares or other securities may be issued or disposed of by the Board of Directors to such persons and upon such terms as in its absolute discretion it may deem advisable.

ARTICLE VI

(a) The name and address of the individual who is to serve as the initial sole Director is as follows:

Jerry L. Bice
139 1st Ave West
Alabaster, AL 35007

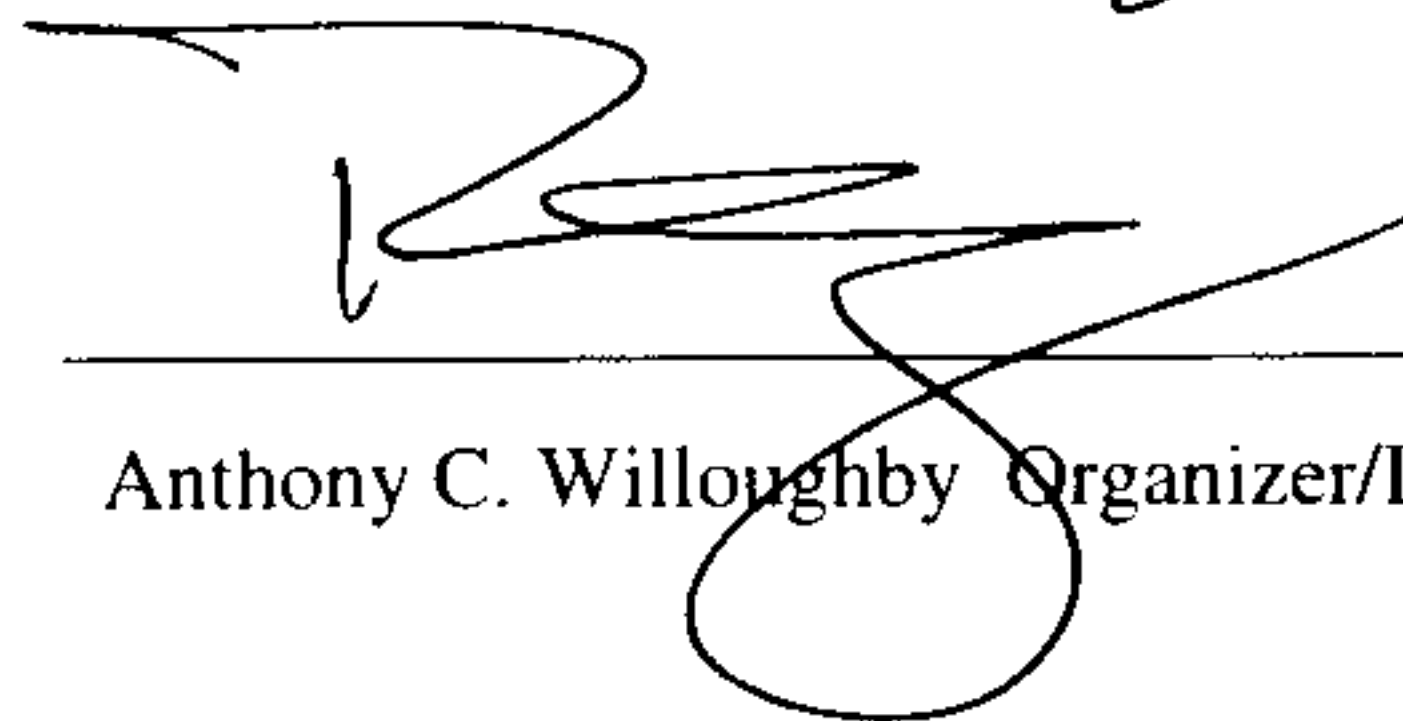
(b) A Director of the Corporation shall have no liability to the Corporation or its shareholders for money damages for any action taken, or any failure to take any action, as a Director, except liability for (i) the amount of a financial benefit received by a Director to which he or she is not entitled; (ii) an intentional infliction of harm on the Corporation or its shareholders; (iii) a violation of Section 10A-2-8.33 of the Law; (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 Law, 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 Law, or any successor statute thereto. No amendment to or repeal of this Article 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.


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ARTICLE VII

The Corporation has the same powers as an individual to take action and do all things necessary or convenient to carry out its business and affairs, except as otherwise provided by the Alabama Business and Nonprofit Entity Code or the Corporation's governing documents, including without limitation, all entity powers provided in Sections 10A-1-2.11, 10A-1-2.12 and 10A-1-2.13 of the Law. It is hereby expressly provided that the foregoing reference to entity powers shall not be held to limit or restrict in any manner the powers of the Corporation otherwise granted by law.


IN WITNESS WHEREOF, the undersigned, being the organizer/incorporator hereinbefore named, has executed this Certificate of Formation on this the 11 day of July, 2017.



Anthony C. Willoughby Organizer/Incorporator

This instrument prepared by:

Anthony C. Willoughby, Esq.
Dominick Feld Hyde, P.C.
1130 22nd Avenue South
Ridge Park, Suite 4000
Birmingham, Alabama 35205


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John H. Merrill
Secretary of State

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

STATE OF ALABAMA

**I, John H. Merrill, 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:

Bice Auto Repairs & Accessories Inc.

This name reservation is for the exclusive use of Anthony C. Willoughby, P.O. Box
1387, Birmingham, AL 35201 for a period of one year beginning July 07, 2017
and expiring July 07, 2018



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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.**

July 07, 2017

Date

J. H. Merrill

John H. Merrill

Secretary of State