

Winston-Salem,
North Carolina

Eugene H. Phillips

532 Reynolds Building
Winston-Salem,
North Carolina

One (1)

VI

PERIOD OF DURATION

The period of duration of this corporation shall be unlimited and perpetual.

In testimony whereof, we, the said incorporators have hereunto set our hands and seals this 13th day of February, 1952.

Howard J. Heinz (SEAL)
LaVelle W. Heinz (SEAL)
Eugene H. Phillips (SEAL)

NORTH CAROLINA

FORSYTH COUNTY

I, Minnie M. Ferrell, a Notary Public of said county, do hereby certify that Howard J. Heinz, Mrs. LaVelle W. Heinz and Eugene H. Phillips, personally appeared before me this day and severally acknowledged the execution of the foregoing certificate of incorporation of The Howard Company, Incorporated.

Witness my hand and notarial seal, this 13th day of February, 1952.

Minnie M. Ferrell
Notary Public

(NOTARIAL SEAL)

My commission expires: Dec. 22, 1952

Filed 1952 Feb 19 AM 9:26
W. E. Church, C.S.C.
By Grace Baker, Deputy
Clerk Superior Court
\$3.00 Pd.

FILED FEB 14 1952

THAD EURE

SECRETARY OF STATE

gb

STATE OF NORTH CAROLINA
DEPARTMENT OF STATE

TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:

I, THAD EURE, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (Three (3) sheets) to be a true copy of the Certificate OF INCORPORATION OF L. & H. OPTICAL COMPANY OF WINSTON-SALEM, N. C. INC. and the probates thereon, as the same is taken from and compared with the original filed in this office on the 13th day of February A. D., 1952.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

DONE IN OFFICE, at Raleigh, this 13th day of February in the year of our Lord 1952.

THAD EURE
Secretary of State

OFFICIAL SEAL

66701

CERTIFICATE OF INCORPORATION

OF

L & H OPTICAL COMPANY OF
WINSTON-SALEM, N. C. INC.

This is to certify that we, the undersigned, do hereby associate ourselves into a corporation under the laws of the State of North Carolina as contained in Chapter 55 of the General Statutes of 1943, as amended, and do severally agree to take the number of shares of capital stock in said Corporation set opposite our respective names; and to that end do hereby execute this Certificate of Incorporation, in manner and form as follows:

I.

NAME

The name of this Corporation is L & H Optical Company of Winston-Salem, N. C. Inc.

II

LOCATION

The location of the principal office of the Corporation is in the city of Winston-Salem, County of Forsyth, State of North Carolina, but it may have one or more branch offices and places of business either in the State of North Carolina or in any other State.

III

OBJECTS AND POWERS

The objects for which this corporation is formed are:

(1) To conduct a general wholesale optical business, and to fabricate, manufacture, process, finish, adjust, buy and sell eye glasses, lenses, frames, and any and all types of optical equipment, supplies, merchandise, accessories, and appliances, and to do all things reasonably necessary or incident thereto;

(2) To engage in, conduct and operate any other business which may be adapted, directly or indirectly,

to add to the profits of its principal business, or to increase the value of its property;

(3) To purchase, own, lease, hold, encumber, convey, and sell all kinds and classes of property both real and personal.

IV CAPITAL STOCK

The total authorized stock of this Corporation is \$50,000.00, divided into 500 shares of the par value of \$100.00 each; but the Corporation may organize and begin business whenever three shares, in the sum of \$300.00, have been subscribed.

The Corporation may issue this stock as one class or may create a preferred stock, having priority upon the earnings of the Corporation, provided, however, that the total issue of all classes of stock shall not exceed \$50,000.00 and provided further, that voting rights in the Corporation shall be vested only in the holders of the common stock.

V NAMES AND ADDRESSES OF INCORPORATORS

The names and post office addresses of the subscribers to stock and the number of shares subscribed by each are as follows:

Name	Post Office Address	Number of Shares
Charles A. Lookabill, Sr.	Charlotte, N. C.	1
Mrs. Joyce Miller	Charlotte, N. C.	1
Mrs. A. S. Wakefield, Sr.	Charlotte, N. C.	1

VI PERIOD OF DURATION

The period of duration of this Corporation shall be unlimited.

In testimony whereof, we, the said incorporators, have hereunto set our hands and seals to this certificate of incorporation this ____ day of January, 1952.

Chas. A. Lookabill, Sr. (SEAL)
Mrs. Joyce Miller (SEAL)
Mrs. A. S. Wakefield (SEAL)

NORTH CAROLINA
MECKLENBURG COUNTY

I, Nina W. Duckworth, a Notary Public for County and State aforesaid, do hereby certify that Charles A. Lookabill, Sr., Mrs. Joyce Miller, and Mrs. A. S. Wakefield, Sr., personally appeared before me this day and acknowledged the due execution of the foregoing certificate of incorporation.

Witness my hand and notarial seal this 31 day of January, 1952.

Nina W. Duckworth
Notary Public

(NOTARIAL SEAL)

My commission expires: January 18, 1953

FILED FEB 13 1952
THAD EURE
SECRETARY OF STATE

Filed February 20, 1952, 9:00 A. M.
W. E. Church, C. S. C.
By: Georgia Taylor, Deputy
Clerk Superior Court
\$3.00 pd.

Georgia Taylor, Deputy C. S. C.

STATE OF NORTH CAROLINA
DEPARTMENT OF STATE

PRELIMINARY CERTIFICATE OF DISSOLUTION

TO ALL TO WHOM THESE PRESENTS MAY COME -- GREETING:

WHEREAS, It appears to my satisfaction, by duly authenticated record of the proceedings for the voluntary dissolution thereof by the unanimous consent of all the stockholders, deposited in my office, that the STRUPE AND ANGELL, INCORPORATED, a corporation of this State, whose principal office is situated at Cor. S. Marshall & Walnut Streets, in the City of Winston-Salem, County of Forsyth, State of North Carolina (Ivie L. Strupe, being the agent therein and in charge thereof, upon whom process may be served), has complied with the requirements of Chapter 55, General Statutes, entitled "Corporations", preliminary to the issuing of this Certificate of Dissolution:

(5) To purchase, own, lease, hold, encumber, convey, and sell all kinds and classes of property both

real and personal.

IV CAPITAL STOCK

The total authorized stock of this Corporation is \$50,000.00, divided into 500 shares of the par value of \$100.00 each; but the Corporation may organize and begin business whenever three shares, in the sum of \$300.00, have been subscribed.

The Corporation may issue this stock as one class or may create a preferred stock, having priority upon the earnings of the Corporation, provided, however, that the total issue of all classes of stock shall not exceed \$50,000.00 and provided further, that voting rights in the Corporation shall be vested only in the holders of the common stock.

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Name	Post Office Address	Number of Shares
Charles A. Lookabill, Sr.	Charlotte, N. C.	1
Mrs. Joyce Miller	Charlotte, N. C.	1
Mrs. A. S. Wakefield, Sr.	Charlotte, N. C.	1

VI PERIOD OF DURATION

The period of duration of this Corporation shall be unlimited.

In testimony whereof, we, the said incorporators, have hereunto set our hands and seals to this certificate of incorporation this ____ day of January, 1952.

Chas. A Lookabill, Sr. (SEAL)
Mrs. Joyce Miller (SEAL)
Mrs. A S Wakefield (SEAL)

NORTH CAROLINA
MECKLENBURG COUNTY

I, Nina W. Duckworth, a Notary Public for County and State aforesaid, do hereby certify that Charles A. Lookabill, Sr., Mrs. Joyce Miller, and Mrs. A. S. Wakefield, Sr., personally appeared before me this day and acknowledged the due execution of the foregoing certificate of incorporation.

Witness my hand and notarial seal this 31 day of January, 1952.

Nina W. Duckworth
Notary Public

(NOTARIAL SEAL)

My commission expires: January 18, 1953

FILED FEB 13 1952
THAD EURE
SECRETARY OF STATE

Filed February 20, 1952, 9:00 A. M.
W. E. Church, C. S. C.
By: Georgia Taylor, Deputy
Clerk Superior Court
\$3.00 pd.

Georgia Taylor, Deputy C. S. C.

STATE OF NORTH CAROLINA
DEPARTMENT OF STATE

PRELIMINARY CERTIFICATE OF DISSOLUTION

TO ALL TO WHOM THESE PRESENTS MAY COME -- GREETING:

WHEREAS, It appears to my satisfaction, by duly authenticated record of the proceedings for the voluntary dissolution thereof by the unanimous consent of all the stockholders, deposited in my office, that the STRUPE AND ANGELL, INCORPORATED, a corporation of this State, whose principal office is situated at Cor. S. Marshall & Walnut Streets, in the City of Winston-Salem, County of Forsyth, State of North Carolina (Ivie L. Strupe, being the agent therein and in charge thereof, upon whom process may be served), has complied with the requirements of Chapter 55, General Statutes, entitled "Corporations", preliminary to the issuing of this Certificate of Dissolution:

NOW THEREFORE, I, THAD EURE, Secretary of State of the State of North Carolina, do hereby certify that the said corporation did, on the 3rd day of March, 1952, file in my office a duly executed and attested consent in writing to the dissolution of said corporation, executed by all the stockholders thereof, which said consent

and the record of the proceedings aforesaid are now on file in my said office as provided by law.

IN TESTIMONY WHEREOF, I have hereto set my hand and affixed my official seal at Raleigh, this 3rd day of March, A. D. 1952

OFFICIAL SEAL

Thad Eure
Secretary of State

Filed 1952 Mar. 4 P. M. 3:26
W. E. Church, G. S. C.
By: Georgia Taylor, Deputy
Clerk Superior Court
\$1.00 pd.

STATE OF NORTH CAROLINA

Department of State

To all to whom these presents shall come, Greeting:

I, Thad Eure, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached (Four (4) sheets) to be a true copy of the Certificate OF AMENDMENT OF DAVIS-MILLER MOTORS, INC. and the probates thereon, as the same is taken from and compared with the original filed in this office on the 26th day of February A.D., 1952.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal.

DONE IN OFFICE, at Raleigh, this 26th day of February in the year of our Lord 1952.

Thad Eure
Secretary of State

66790

CERTIFICATE OF AMENDMENT TO THE ORIGINAL CERTIFICATE

OF INCORPORATION OF

DAVIS-MILLER MOTORS, INC.

Davis-Miller Motors, Inc., a corporation of North Carolina, hereby certifies:

That all of its stockholders have voted in favor of changing, or amending its original certificate of incorporation by deleting Article 1 and, in lieu thereof, as such Article 1, inserting the following: "The name of this corporation is Miller Motors, Inc."

That the above change has been duly and regularly declared to be advisable by resolution of the Board of Directors at a meeting of said board called for that purpose and held on the 30th day of January, 1952 and has been duly and regularly assented to by all of the holders of the shares of stock with voting power, at a meeting duly and regularly called by the Board of Directors for that purpose; and,

That the written assent of all of the holders of the shares of stock with voting power is hereto attached and made a part hereof; and,

That true copies of the resolution of the Board of Directors and of the stockholders are hereto attached, as fully as if written herein.

In witness whereof, said corporation has caused this certificate to be signed by its President and Secretary and its corporate seal to be hereto affixed, this the 18 day of February, 1952.

Davis-Miller Motors, Inc.

By J. H. Miller
President

Attest:

Jack D. Miller
Secretary

(CORPORATE SEAL)

RESOLUTION OF DIRECTORS

Resolved that the Board of Directors of Davis-Miller Motors, Inc., a corporation of North Carolina, on this 30th day of January, 1952 do hereby declare that it is advisable to amend the certificate of incorporation of Davis-Miller Motors, Inc. by changing Article 1 to read as follows:

'1. The name of this corporation is Miller Motors, Inc.'

Further resolved that the Board of Directors do hereby call a meeting of the stockholders to be held at the company's office in the City of Winston-Salem at 10:00 a.m. on the 11th day of February, 1952 to take action upon the above resolution.

RESOLUTION OF STOCKHOLDERS

Whereas, the Board of Directors at a special meeting held on the 11th day of February, 1952, unanimously adopted a resolution in which it was found advisable to amend the certificate of incorporation of Davis-Miller Motors, Inc. so that its name will be changed, and,

Whereas, the Board of Directors called this meeting of the stockholders to consider and vote upon said amendment.

Now, therefore, be it resolved that the stockholders of Davis-Miller Motors, Inc. apply to the Secretary of the State of North Carolina to amend the certificate of incorporation of Davis-Miller Motors, Inc. so that its name will be changed, and,