

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 (five (5) sheets) to be a true copy of the Certificate of INCORPORATION OF CAROLINA GARAGE, INC., and the probates thereon, as the same is taken from and compared with the original filed in this office on the 22nd day of February, A. D., 1946.

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

DONE IN OFFICE, AT Raleigh, this 22nd day of February in the year of our Lord 1946.

THAD EURE, Secretary of State

(OFFICIAL SEAL)

52071

CERTIFICATE OF INCORPORATION
OF
CAROLINA GARAGE, INC.
* * * * *

This is to certify that we, the undersigned, do hereby associate ourselves together into a corporation under and by virtue of the laws of the State of North Carolina, as contained in Chapter 55 of the General Statutes of North Carolina entitled "Corporations", and the amendments thereto, and do severally agree to take the number of shares of capital stock set opposite our respective names, and to that end do hereby set forth:

I.

The name of this corporation shall be the Carolina Garage, Inc.

II.

The location of the principal office of this corporation in this State is in the City of Winston-Salem, Forsyth County; but it may have one or more branch offices or places of business out of the State of North Carolina as well as in said State.

III.

The objects for which this corporation is formed are as follows:

(a) To buy, sell, exchange, repair, store, and generally to deal in automotive vehicles, trucks, automobiles, engines, parts, accessories, and replacements; either on its own account or as factor, broker or agent for others.

(b) To manufacture, buy, sell, import, export, or generally deal in all kinds of vehicles, engines, machines or other appliances; and also to manufacture, buy, sell, import, export, and generally manufactured, bought, sold, exported or imported or dealt in by manufacturers or dealers in similar lines of business.

(c) To own, manage, conduct, operate a store or stores, garage or garages, for the sale, both at wholesale or retail, of all sorts and kinds of machinery, goods, wares and merchandise, and generally to deal in machinery of all kinds whatsoever.

(d) To buy, sell, exchange, rent, manage or deal in real estate of all sorts, kinds and description, either for its own account or as agent, factor or broker for any other individual, firm or corporation.

(e) To carry on any other business, whether manufacturing or otherwise, which may seem to the company capable of being conveniently carried or in connection with the above, or calculated directly or indirectly to enhance the company's property or rights; to acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, and to pay therefor in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

(f) And in order to properly prosecute the objects and purposes set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this State and all other states, territories and dependencies of the United States; to purchase the business, good will and all other property of any individual, firm or corporation as a going concern, and to assume all debts, contracts and obligations provided said business is authorized by the powers contained herein; to construct, equip and maintain and operate all kinds of machinery and appliances, to operate same by hand, steam, water, electric or other motive power, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

IV.

The total authorized capital stock of this corporation is Two Hundred Thousand Dollars (\$200,000.00), divided into two thousand shares of the par value of One Hundred Dollars (\$100.00) each. Any part of said authorized capital stock may be preferred or special stock shall contain such designation, preferences, and voting powers, or restrictions or qualifications thereof as shall be prescribed by those holding two-thirds of the capital stock outstanding entitled to vote. The company may begin business when Two Thousand Dollars (\$2,000.00) of the capital stock, composed of twenty (20) shares, shall have been subscribed for.

V.

The names and post office addresses of the subscribers of stock and the number of shares subscribed for by each, the aggregate of which being the amount of capital stock with which the company will commence business, are as follows:

John L. Reich	Winston-Salem, N. C.	14
Lillian R. Reich	Winston-Salem, N. C.	5
Daphne R. Diemer	Winston-Salem, N. C.	1

VI.

The period of existence of this corporation is unlimited.

VII.

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 (five (5) sheets) to be a true copy of the Certificate of INCORPORATION OF CAROLINA GARAGE, INC., and the probates thereon, as the same is taken from and compared with the original filed in this office on the 22nd day of February, A. D., 1946.

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III.

The objects for which this corporation is formed are as follows:

(a) To buy, sell, exchange, repair, store, and generally to deal in automotive vehicles, trucks, automobiles, engines, parts, accessories, and replacements; either on its own account or as factor, broker or agent for others.

(b) To manufacture, buy, sell, import, export, or generally deal in all kinds of vehicles, engines, machines or other appliances; and also to manufacture, buy, sell, import, export, and generally manufactured, bought, sold, exported or imported or dealt in by manufacturers or dealers in similar lines of business.

(c) To own, manage, conduct, operate a store or stores, garage or garages, for the sale, both at wholesale or retail, of all sorts and kinds of machinery, goods, wares and merchandise, and generally to deal in machinery of all kinds whatsoever.

(d) To buy, sell, exchange, rent, manage or deal in real estate of all sorts, kinds and description, either for its own account or as agent, factor or broker for any other individual, firm or corporation.

(e) To carry on any other business, whether manufacturing or otherwise, which may seem to the company capable of being conveniently carried on in connection with the above, or calculated directly or indirectly to enhance the company's property or rights; to acquire the good will, rights, property and assets of all kinds, and to undertake the whole or any part of the liabilities of any person, firm, association or corporation, and to pay therefor in cash, stocks, bonds, debentures, or other securities of this corporation or otherwise.

(f) And in order to properly prosecute the objects and purposes set forth, the corporation shall have full power and authority to purchase, lease and otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this State and all other states, territories and dependencies of the United States; to purchase the business, good will and all other property of any individual, firm or corporation as a going concern, and to assume all debts, contracts and obligations provided said business is authorized by the powers contained herein; to construct, equip and maintain and operate all kinds of machinery and appliances, to operate same by hand, steam, water, electric or other motive power, and generally to perform all acts which may be deemed necessary or expedient for the proper and successful prosecution of the objects and purposes for which the corporation is created.

IV.

The total authorized capital stock of this corporation is Two Hundred Thousand Dollars (\$200,000.00), divided into two thousand shares of the par value of One Hundred Dollars (\$100.00) each. Any part of said authorized capital stock may be preferred or special stock shall contain such designation, preferences, and voting powers, or restrictions or qualifications thereof as shall be prescribed by those holding two-thirds of the capital stock outstanding entitled to vote. The company may begin business when Two Thousand Dollars (\$2,000.00) of the capital stock, composed of twenty (20) shares, shall have been subscribed for.

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Lillian R. Reich	Winston-Salem, N. C.	5
Daphne R. Diemer	Winston-Salem, N. C.	1

VI.

The period of existence of this corporation is unlimited.

VII.

The board of directors of this corporation shall have the power, by vote of a majority of all the directors, and without the assent or vote of the stockholders, to make, alter, amend and rescind the by-laws of this corporation.

In Testimony whereof, we have hereunto set our hands and affixed our seals, this the 19th day of February, 1946.

John L. Reich
Lillian R. Reich
Daphne R. Diemer

(SEAL)
(SEAL)
(SEAL)

Louise Wilkinson, witness.

NORTH CAROLINA
FORSYTH COUNTY

This is to certify that on the 19th day of February, 1946, before me, Louise Wilkinson, a notary public, personally appeared John L. Reich, Lillian R. Reich, and Daphne R. Diemer, who I am satisfied are the persons named in and who executed the foregoing Certificate of Incorporation of Carolina Garage, Inc., and I having first made known to them the contents thereof, they did each acknowledge that they signed, sealed and delivered the same as their voluntary act and deed, for the uses and purposes therein expressed.

In testimony thereof, I have hereunto set my hand and affixed my official seal, this the 19th day of February, 1946.

(NOTARIAL SEAL)
My commission expires:
August 17, 1946.

Louise Wilkinson

FILED February 22, 1946.
Thad Eure, Secretary of State

Filed: April 19, 1946
Gertrude Taylor,
Deputy C.S.C.

Fee Pd: \$3.00
kd

STATE OF NORTH CAROLINA
DEPARTMENT OF STATE

FINAL CERTIFICATE OF DISSOLUTION

I, THAD EURE, Secretary of State of the State of North Carolina, do hereby certify that P. Katzin, Secretary of CARM WINE COMPANY, INCORPORATED, did on the 19th day of April, A. D., 1946, file in this office affidavit of publication of the preliminary certificate issued to said corporation which completes the statutory requirements incident to the dissolution of corporations as required by Chapter 55 of the General Statutes of North Carolina, entitled "Corporations."

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

Done in office at Raleigh this the 19th day of April, A. D., 1946.

(OFFICIAL SEAL)

THAD EURE, Secretary of State

FILED: April 23, 1946.
Kathryn Durham,
Deputy C.S.C.

Fee Pd: \$1.00
kd

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 INCORPORATION OF WINSTON-SALEM BROKERAGE COMPANY, and the probates thereon, as the same is taken from and compared with the original filed in this office on the 15th day of April A. D., 1946.

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

DONE IN OFFICE, at Raleigh, this 15th day of April in the year of our Lord, 1946.

(OFFICIAL SEAL)

THAD EURE, Secretary of State.