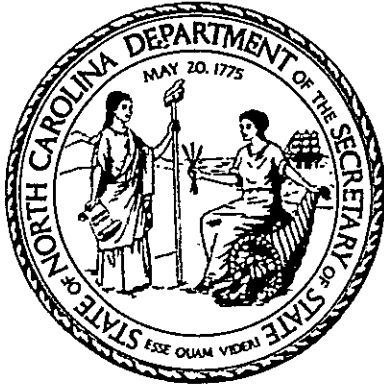




28

State of North Carolina

Department
of the
Secretary 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 (3 sheets) to be a true copy of

ARTICLES OF INCORPORATION

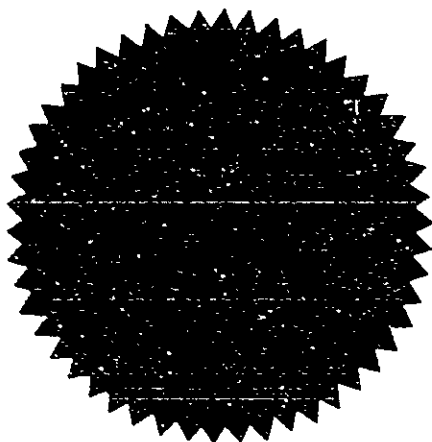
OF

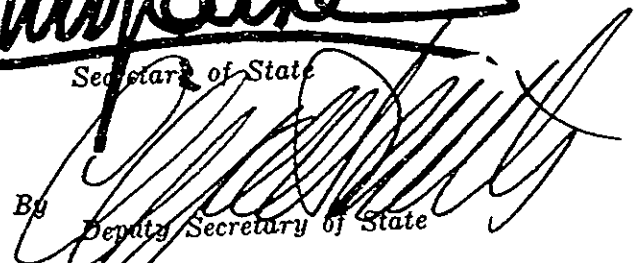
A & D AUTOMOTIVE, INC.

and the probates thereon, the original of which was filed in this office on the 17th day of November 19 86, after having been found to conform to law.

In Witness Whereof, I have hereunto set my hand and affixed my official seal.

Done in Office, at Raleigh, this 17th day of November in the year of our Lord 19 86.




Secretary of State
By 
Deputy Secretary of State
BOOK 1587 P 0082

ARTICLES OF INCORPORATION

OF

A & D AUTOMOTIVE, INC.

I, the undersigned, being a natural person of the age of eighteen years or more, do hereby make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under by virtue of the laws of the State of North Carolina, as contained Chapter 55 of the General Statutes of North Carolina, entitled "BUSINESS CORPORATION ACT" and the several amendments thereto, and to that end do hereby set forth:

DOCUMENT #392519
DATE 11/17/86 TIME 16:24
FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

1. The name of the corporation shall be: A & D AUTOMOTIVE, INC.
2. The period of duration of the corporation shall be perpetual.
3. The purpose or purposes for which the corporation is organized are:

A. To engage in the business of buying and selling, leasing new or used automobiles and all types of motor vehicles and the parts and equipment of motor vehicles; to acquire by purchase, lease or otherwise, to equip, maintain and operate an automotive repair shop.

B. To the same extent as natural persons might or could do, to purchase of otherwise acquire, to receive as an exchange or gift or loan or in any other manner, and to hold, use, own, maintain, work, develop, improve, sell, lease, exchange, convey, mortgage, or otherwise dispose of and deal in lands and leaseholds, and any interests, estate and rights in real property, and in personal or mixed property, as well as in any franchises, rights, licenses, leases or privileges necessary, convenient or appropriate for any of the purposes herein expressed; to construct, erect, equip, repair and improve houses, buildings, public or private roads, alleys, or any other structure or improvement of any nature whatsoever; and to carry on any of such activities on its own behalf or as agent for others.

C. To acquire by purchase, subscription, or otherwise, to hold for investment or otherwise and to use, sell, assign, transfer, mortgage, pledge or otherwise deal with or dispose of stocks, notes and evidences of indebtedness, bonds, or any other interest in, or obligations or securities of, or the good will or business of, any corporation, partnership, or proprietorship, or individual (including shares of this Corporation's own stock, which may be acquired by purchase or otherwise, held, retired, reissued, transferred or sold; to do anything necessary for the preservation, protection, improvement, or enhancement of the value of such stocks, bonds, good will, obligations, interests and/or investments and to exercise all rights, powers and privileges of ownership thereof to the same extent that any natural person might or could do, to borrow money; and, if

BOOK 1587 P 0083

authorized by resolution of this Corporation's directors, to guarantee the payment of principal or interest, or both, of any other obligations, and the performance of any contracts, including the guarantee or endorsement of any obligations of any subsidiary or affiliated business of this Corporation. To become a general or special or limited partner in business enterprises, but not to become a partner or to acquire any interest or incur any liability as a partner, except by written instrument specifically declaring and naming such partnerships and executed by this Corporation pursuant to resolution of its Board of Directors and with its Corporate Seal affixed.

D. No director or officer or agent or employee of this Corporation shall be personally liable in any way by reason of any other act or omission or debt or obligation of this Corporation in any other respect whatever.

E. To borrow money and to make and issue notes, bonds, debentures, obligations and evidences of indebtedness of all kinds, and to incur the same if need be by mortgage, pledge, or otherwise, and generally to make and perform agreements and contracts of every kind and description. But no mortgage of any real property of this Corporation shall be made except by written instrument executed by this Corporation pursuant to resolution of its Board of Directors and with its Corporate Seal affixed.

F. To do all and everything necessary, suitable and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinabove set forth, either alone or in association with other corporations, firms or individuals, and to do everything other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid business or powers, or any part of parts thereof; provided, however, that the same be not contrary to the criminal laws of the State of North Carolina.

G. In addition to the foregoing, to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina, entitled "Business Corporation Act", and any and all amendments thereto.

H. The Corporation may carry on business and conduct its activities in any other State or in the District of Columbia, or in any other country or place.

4. The address of the initial registered office of the Corporation in the State of North Carolina is 7976 Concord Church Road, Lewisville, Forsyth County, North Carolina, 27023, and the name of the initial registered agent at such address is R. Allan Jones.

5. The shareholders of the Corporation shall have pre-emptive right to acquire additional or treasury shares of the Corporation, whether issued pursuant to sale, dividend, distribution or otherwise, in direct proportion to their existing ownership of this Corporation's shares.

6. The number of directors constituting the initial Board of

Directors shall be two (2), and the names and addresses of the persons who are to serve as directors until the first meeting of shareholders or until their successors are elected and qualified are:

<u>NAME</u>	<u>ADDRESS</u>
R. Allan Jones	1310 Ashley Square Winston-Salem, NC 27103
S. Dean Loudermilk	306 Wood Run Court Winston-Salem, NC 27103

7. The name and address of the incorporator is:

Karin B. Littlejohn	508 S. Main Street Winston-Salem, North Carolina 27101
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8. The minimum amount of consideration with which the Corporation shall commence business is \$100.00 in cash or property of equal value, and this Corporation shall commence business upon receipt of said \$100.00 in cash or property consideration and the insurance therefor of shares of stock at an issue valuation of not less than par.

9. The corporation shall have authority to issue One Hundred Thousand (100,000) shares of common stock, having a par value of One Dollar (\$1.00) per share.

IN TESTIMONY WHEREOF, the incorporator has hereunto set her hand and adopted seal, this seventh day of November, 1986.

Karin B. Littlejohn (SEAL)
Karin B. Littlejohn

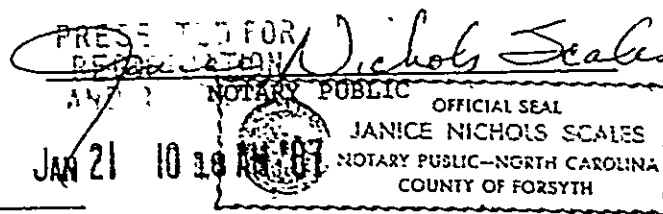
NORTH CAROLINA)
)
FORSYTH COUNTY)

This is to certify that on the seventh day of November, 1986, before me, a Notary Public personally appeared KARIN B. LITTLEJOHN who I am satisfied is the person named in and who executed the foregoing Articles of Incorporation and I, having first made known to her the contents thereof, she did acknowledge that she signed and delivered the same as her voluntary act and deed for the uses and purposes therein expressed.

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

My commission expires:

March 13, 1990



L.E. SPEAS
REGISTER OF DEEDS
FORSYTH CTY. N.C..

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\$8.50 ad-cc