

Max O. Sessions  
Hoyt M. Sessions  
Thomas D. Wilson

Winston-Salem, N. C.  
Dallas, Texas  
Winston-Salem, N. C.

150  
149  
1

6. The period of existence of this corporation is unlimited.

7. The board of directros of this corporation shall have power, by vote of a majority of all of the directors, and without the assent or vote of the stockholders, to make, alter, amend and rescind the by-laws of this corporation and a majority of the directros of this corporation shall be holders of the com mon stock of this corporation. And the holders of such common stock shall have exclusive power to regulate the affairs of this corporation.

In Testimony Whereof, we have hereunto set our hands and affixed our seals, this the 30th day of March, A. D., 1946.

Max O. Sessions  
Hoyt M. Session  
Thomas D. Wilson

(SEAL)  
(SEAL)  
(SEAL)

Signed, sealed and delivered on the presence of D. L. Drummond, Witness.  
Allen Reeves, Witness.

STATE OF NORTH CAROLINA  
COUNTY OF FORSYTH

This is to certify that on this 28 day of March, A. D. 1946, before me, a Notary Public, personal-ly appeared Max O. Sessions and Thomas D. Wilson, who, I am satisfied, are the persons named in and who executed the foregoing certificate of incorporation of Sessions Specialty Company, 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 Whereof, I have hereunto set my hand and affixed my official seal, this the 28th day of March, A. D., 1946.

D. L. Drummond, Notary Public

(NOTARIAL SEAL)

My commission expires: 2-17-47

STATE OF TEXAS,  
COUNTY OF DALLAS

This is to certify that on this 30th day of March A. D., 1946, before me, a Notary Public, per-sonally appeared Hoyt M. Sessions, who, I am satisfied, is the person named in and who executed the fore-going certificate of incorporation of Sessions Specialty Company, and I having first made known to him the contents thereof, he did acknowledge that he signed, sealed and delivered the same as his voluntary act and deed, for the uses and purposes therein expressed.

IN TESTIMONEY WHEREOF, I have hereunto set my hand and affixed my official seal, this the 30th day of March, 1946.

Allen Reeves, Notary Public

(NOTARIAL SEAL)

My commission expires: June, 1947.

FILED, APRIL 9, 1946

THAD EURE, Secretary of State.

Filed: April 15, 1946  
Gertrudy Taylor,  
Deputy C.S;C.

Fee Pd: \$3.00

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 (five (5) sheets) to be a true copy of the Certificate of Incorporation of H. & H MOTOR COMPANY and the probates thereon, as the same is taken from and compared with the original filed in this office on the 27th 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 27th day of February in the year of our Lord, 1946.

(OFFICIAL SEAL)

THAD EURE, Secretary of State.

52110

CERTIFICATE OF INCORPORATION  
OF  
H & H MOTOR COMPANY  
\* \* \* \* \*

This is to certify, that we, the undersigned, being persons of full age, do hereby associate our-selves into a corporation under and by virtue of the laws of the State of North Carolina, and do hereby agree to take the number of shares of the capital stock of said corporation set opposite our respective names and to that end do hereby set forth:

I.

The name of the said Corporation shall be: H & H MOTOR COMPANY.

II.

The location of the principal office of the Corporation shall be in the City of Winston-Salem,

North Carolina, but the corporation may have one or more places of business inside, as well as outside of the said State.

### III.

The nature of the business of the corporation, or objects, or purposes proposed to be promoted, transacted or carried on, are:

(a) To maintain, own, operate and control a place of business for the sale and distribution of automobiles, automobile parts and accessories, and to deal in any and all automobile supplies, equipment, accessories or other merchandise used in connection with the automobile business:

(b) To act as agent or factor in the use or sale or distribuion of automobiles, automobile parts, supplies and accessories;

(c) To make and enter into contracts pertaining to the Company's business with any individual, firm, association, corporation, private, public or municipal body politic and with the Government of the United States, or any State or any other country, and to do and transact all acts, business and things incident to , or relating to the purposes of business of the corporation as principal agents or directors:

(d) To carry on any other business which may seem to the Company capable of being conveniently carried on or calculated, directly or indirectly to enhance the company's property or rights and not forbidden by the laws of the State of North Carolina;

(e) To purchase, acquire, hold, sell, transfer, mortgage, pledge, or otherwise deal in the shares of the capital stock of this or in any corporation created under and laws of this State, or under the laws of any other state or county, and to exercise all the rights, powers and privileges, including the right to vote thereon, which natural person might, could or would exercise.

(f) To purchase, hold, sell, transfer, mortgage, pledge or otherwise dispose of any securities or evidence of debt created by this or any other corporation of this or any other State or country;

(g) To issue bonds secured by mortgage or mortgages upon the property of the corporation or otherwise, and to borrow money, make and issue promissory notes and evidence of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise;

(h) To sell, lease mortgage, or otherwise dispose of, operate, or utilize lands, houses, buildings and other property of the corporation, and to undertake and direct the management and sale of all property, buildings and lands of the corporation.

(i) To remunerate any person or persons or corporations for service rendered and to have one or more offices, to carry on all or any of its operations or business without restrictions or limitations and to purchase or otherwise own, mortgage, sell and dispose of real and personal property of every class and description in any of the States, Districts, Territories or Colonies of the United States, and in general, to carry on any business permitted by the laws of the State of North Carolina.

The foregoing shall be construed both as objects and powers and not any limitation or restriction in any manner upon the corporation in the exercising of all of the powers conferred by the Laws of the State of North Carolina.

### IV.

The total authorized capital stock of this Corporation is One Hundred Thousand Dollars (\$100,000.00) divided into One Thousand (1,000) Shares of the par value of One Hundred Dollars (\$100.00) each, to be issued either as common or preferred stock, and in such amounts of either not in excess of the amount herein authorized as may be determined upon; and the preferred stock so issued shall be upon such terms and conditions as the stockholders of the Company may provide, but the corporation may begin business when Three Hundred Dollars (\$300.00) of Three (3) shares of the common capital stock of said Company shall have been subscribed for.

### V.

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

C. A. Cochran	Charlotte, N. C.	1
F. A. McCleneghan	Charlotte, N. C.	1
L. E. Horton	Charlotte, N. C.	1

### VI.

The prior of existence of this corporation is not limited.

### VII.

The Board of Directors of this Corporation shall have the power by a majority vote of the Directors and without the assent or vote of the stockholders, to make, alter, and amend and rescind the by-laws of this Corporation.

In Witness Whereof, we have hereunto affixed our hands and set our seals this the 25th day of February, 1946.

C. A. Cochran	SEAL
F. A. McCleneghan	SEAL
L. E. Horton	SEAL

NORTH CAROLINA  
MECKLENBURG COUNTY

On the 25th day of February, 1946, came before me, Betty W. Widener, a Notary Public in and for said County and State, C. A. Cochran, F. A. McCleneghan and L. E. Horton, the individuals herein described, and who executed the foregoing Certificate of Incorporation, and have duly acknowledged the execution of the same by them for the purposes therein expressed.

Witness my hand and notarial seal this the 25th day of February, 1946.

(NOTARIAL SEAL)

Betty W. Widener, Notary Public

My commission expires: Oct. 8, 1946.

Filed February 27, 1946,  
THAD EURE, Secretary of State.

Filed April 16, 1946  
Kathryn Durham,  
Deputy C.S.C.  
Fee Pd: \$4.00

kd