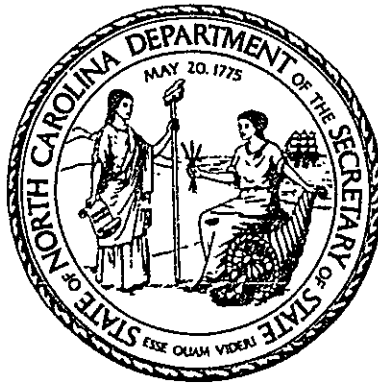


**State of
North
Carolina**



Wood Box
**Department
of the
Secretary of State**

46

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 (4 sheets) to be a true copy of

ARTICLES OF INCORPORATION

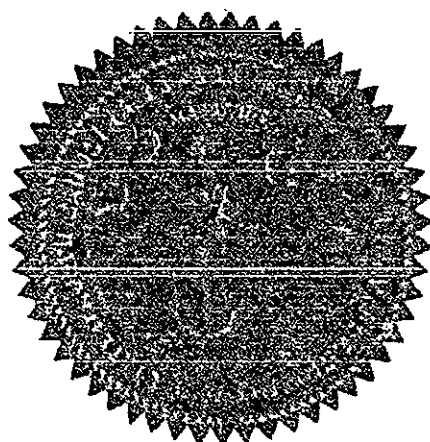
OF

B & E ENTERPRISES, INC.

and the probates thereon, the original of which was filed in this office on the 2nd day of January, 1976, 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 2nd day of January in the year of our Lord 1976.



Thad Eure
Secretary of State

By *Clyde Smith*
Deputy Secretary of State

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THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

B & E ENTERPRISES, INC.

We, the undersigned, natural persons of the age of twenty-one years or more, do hereby associate ourselves into a business corporation under the laws of the State of North Carolina, as contained in 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:

ARTICLE I

The name of the corporation shall be B & E ENTERPRISES, INC.

ARTICLE II

The period of duration of the corporation shall be unlimited.

ARTICLE III

The purposes for which the corporation is organized are:

(a) To buy, sell, retail, wholesale, barter, exchange, manufacture, repair and service and deal generally in the retail sale of mobile homes, trailers, camping trailers or recreational vehicles of any type; and to do all other things subsidiary, necessary or convenient for carrying out and into effect the main purposes and objects of the organization of the corporation.

(b) To buy and hold and sell or own real property, and may mortgage, pledge or convey the same. May purchase, own, convey, sell, mortgage or otherwise dispose of machinery, tools, supplies or other personal property used in, about and in connection with its business.

(c) That it may borrow money and issue stock, notes, debentures and otherwise pledge its property by mortgage deeds of trust, as security or may sell or pledge its notes, securities, or bonds in payment of securing its indebtedness in the usual course of business.

BOOK 1164P 1226

(d) That it may purchase the business, goodwill, notes, securities, liens, mortgages or other classes of securities, the merchandise, fixtures, and leases together with any property it may own of any retail or wholesale mobile home, trailer, camping trailer or recreational vehicle of any type, either as an operated business or as a closed or distressed business and assume its liabilities, stock, notes or other evidence of indebtedness in whole or in part, and issue stock or otherwise secure said indebtedness by lien on its property or securities in payment for the same, be the said business, a corporation, copartnership or individual business.

(e) That this corporation may enter into a partnership, whether it be limited or general, with any other corporation, partnership or individual in the operation of a similar or the same type of business or a related business of any kind.

(f) That it may issue stock and sell the same, and otherwise pledge its property in payment of any capital assets acquired by said corporation that is not contrary to law or the objects of this business. It may purchase its own securities or stock and hold the same, and receive any interest or dividend payable on the same, or may pledge the same, or may retire it.

And, in order to properly prosecute the objects and purposes above set forth the corporation shall have full power and authority to purchase, lease or otherwise acquire, hold, mortgage, convey and otherwise dispose of all kinds of property, both real and personal, both in this state and in all other states, territories and dependencies of the United States; to purchase the business, goodwill and all other property of any individual, firm or corporation as a going concern and to assume all its debts, contracts and obligations, provided said business is authorized by the powers contained herein; to construct, equip, and maintain buildings, work shops, plants and factories, to install machinery and appliances, to operate the same by hand, steam, water, electricity 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.

(g) To carry on any business that is adapted, directly or indirectly to add to the value of the corporations property and the profits of its principal business as herein set forth.

ARTICLE IV

The corporation shall have authority to issue 100,000 shares of no par value shares.

ARTICLE V

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is \$300.00 in cash or property of equivalent value.

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ARTICLE VI

The address of the initial registered office of the corporation in North Carolina is 3985 Patterson Avenue, Winston-Salem, Forsyth County, North Carolina 27105 and the name of the initial registered agent at 3985 Patterson Avenue, Winston-Salem, Forsyth County, North Carolina is Robert E. Snyder.

ARTICLE VII

The number of directors of the corporation may be fixed by the By-Laws, but shall not be less than two.

The number of directors constituting the initial Board of Directors shall be two, 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> |
|------------------|--|
| ROBERT E. SNYDER | 3985 Patterson Avenue Winston-Salem, North Carolina |
| EARL D. ATCHISON | 3985 Patterson Avenue Winston-Salem, North Carolina |

ARTICLE VIII

The names and addresses of all of the incorporators are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| ROBERT E. SNYDER | 3985 Patterson Avenue Winston-Salem, North Carolina |
| EARL D. ATCHISON | 3985 Patterson Avenue Winston-Salem, North Carolina |

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ARTICLE VI

The address of the initial registered office of the corporation in North Carolina is 3985 Patterson Avenue, Winston-Salem, Forsyth County, North Carolina 27105 and the name of the initial registered agent at 3985 Patterson Avenue, Winston-Salem, Forsyth County, North Carolina is Robert E. Snyder.

ARTICLE VII

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The number of directors constituting the initial Board of Directors shall be two, 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> |
|------------------|--|
| ROBERT E. SNYDER | 3985 Patterson Avenue Winston-Salem, North Carolina |
| EARL D. ATCHISON | 3985 Patterson Avenue Winston-Salem, North Carolina |

ARTICLE VIII

The names and addresses of all of the incorporators are:

| <u>NAME</u> | <u>ADDRESS</u> |
|------------------|--|
| ROBERT E. SNYDER | 3985 Patterson Avenue Winston-Salem, North Carolina |
| EARL D. ATCHISON | 3985 Patterson Avenue Winston-Salem, North Carolina |

IN TESTIMONY WHEREOF, we have hereunto set our
hands and seals this the 30th day of December, 1975.

s/Robert E. Snyder (SEAL)
ROBERT E. SNYDER

s/Earl D. Atchison (SEAL)
EARL D. ATCHISON

STATE OF NORTH CAROLINA - COUNTY OF FORSYTH

I, GWYN D. YOUNG NEE ALDERMAN, a Notary Public of
said County and State do hereby certify that Robert E. Snyder
and Earl D. Atchison, who I am satisfied are the persons named
in and who executed the foregoing Articles of Incorporation,
personally appeared before me this day and I having first
made known to them the contents thereof, they did each acknowledge
the due execution of the foregoing instrument.

Witness my hand and notarial seal, this the 30th day
of December, 1975.

s/Gwyn D. Young Nee Alderman
Notary Public

My Commission Expires: January 17, 1978

(seal)

PRESENTED FOR
REGISTRATION
AND RECORDED

JAN 19 2 26 PM '76

ELBERT AYERS
REGISTER OF DEEDS
FORSYTH CO., N.C.

BOOK 1164P 1229

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IN TESTIMONY WHEREOF, we have hereunto set our hands and seals this the 30th day of December, 1975.

s/Robert E. Snyder (SEAL)
ROBERT E. SNYDER

s/Earl D. Atchison (SEAL)
EARL D. ATCHISON

STATE OF NORTH CAROLINA - COUNTY OF FORSYTH

I, GWYN D. YOUNG NEE ALDERMAN, a Notary Public of said County and State do hereby certify that Robert E. Snyder and Earl D. Atchison, who I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation, personally appeared before me this day and I having first made known to them the contents thereof, they did each acknowledge the due execution of the foregoing instrument.

Witness my hand and notarial seal, this the 30th day of December, 1975.

s/Gwyn D. Young Nee Alderman
Notary Public

My Commission Expires: January 17, 1978

(seal)

PRESENTED FOR
REGISTRATION
AND RECORDED

JAN 19 2 26 PM '76

EDMUND AYERS
REGISTER OF DEEDS
FORSYTH CO. N.C.

BOOK 1164P 1229

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