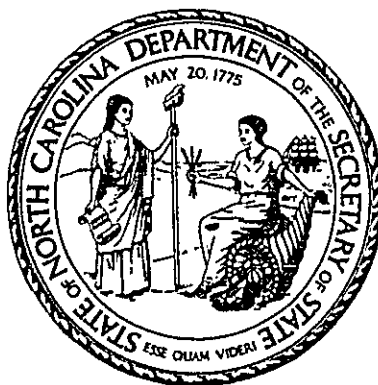




# State of North Carolina



Department  
of the  
Secretary of State

21

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 ( 6 sheets) to be a true copy of

ARTICLES OF INCORPORATION

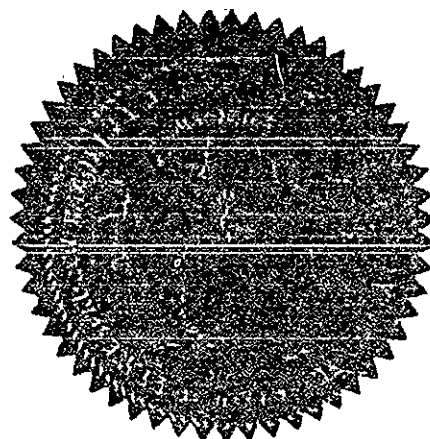
OF

E & R ENTERPRISES, INC.

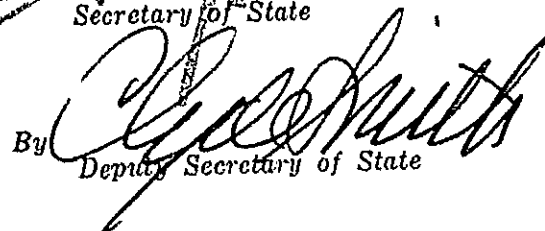
and the probates thereon, the original of which was filed in this office on the 19th day of January, 1976, after having been found to conform to law.

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

Done in Office, at Raleigh, this 19th day of January in the year of our Lord 1976.



  
Secretary of State

By   
Deputy Secretary of State

BOOK 1164P1723

FILED

JAN 19 9 35 AM '76

THAD EURE  
SECRETARY OF STATE  
NORTH CAROLINA

ARTICLES OF INCORPORATION

OF

E & R ENTERPRISES, INC.

209532

This is to certify that we, the undersigned, of the age of at least 21 years, do hereby execute and acknowledge these Articles of Incorporation, pursuant to Chapter 55, General Statutes of North Carolina, entitled "Business Corporation Act", for the purpose of forming a business corporation, as follows:

1. The name of this corporation is E & R ENTERPRISES, INC.
2. The period of duration of this corporation shall be unlimited.
3. The purposes for which this corporation is organized and the nature of the business to be transacted, promoted and carried on are as follows:
  - (a) To carry on a general earth moving, grading, excavating and contracting business and to that end to lease, charter, own, manufacture, acquire, deal in, advertise and dispose of cranes, bulldozers, tractors, back hoes, front end loaders, trucks, rigging, automobiles and other vehicles, and kindred appliances and equipment.
  - (b) To operate, conduct, establish and maintain a business devoted to the sale, distribution, repair, construction, design, and manufacture of parts and equipment for tractors and industrial and farm machinery of all kinds, character, and description and all accessories and incidentals connected therewith.
  - (c) To engage in the rental, loan and lease of trucks, tractors, trailers, back hoes, front end loaders, automobiles, and industrial and farm equipment and vehicles and, without limitation, all types of motor vehicles and in connection therewith to purchase and sell such vehicles and equipment, vehicle parts, articles and accessories and to perform repairs and services in connection with the leasing, loaning, or rental of such vehicles and equipment, and to acquire, hold, and own any and all licenses, permits and franchises necessary or useful in connection with the business.
  - (d) To manufacture, construct, acquire, buy, sell, lease, hire, import, export and otherwise deal in, at wholesale, retail or on commission basis,

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all types and kinds of merchandise, goods, wares, machinery and property of every description.

- (e) To own, acquire, buy, sell, lease or otherwise deal in or with real estate or interests therein; to subdivide, plat and develop same and generally to engage in the real estate business; to erect, build or construct buildings, plants, factories, residences or other structures; to mortgage, sell, lease or otherwise dispose of or deal with land, buildings or interests therein in which this corporation may be interested.
- (f) To carry on and conduct a general investment business; to invest, deal in or with, purchase, sell or otherwise handle and dispose of all types and kinds of stocks, bonds, securities, investment trusts, mutual funds, commodities, futures or other means of investment in any manner permitted by law, but not in violation of G. S. Sec. 78-19.
- (g) To loan money, secured and unsecured, including loans to the officers and shareholders of this corporation; to buy, loan money upon, sell, transfer, assign, discount, borrow money upon, pledge as collateral and otherwise deal as principal, agent or broker in bills of lading, warehouse receipts, evidences of deposit and storage of personal property, bonds, stocks, promissory notes, commercial paper accounts, invoices, choses in action, interests in estates, contracts, mortgages on real or personal property, pledges of personal property, accounts receivable and other evidences of indebtedness of persons, firms or corporations; to act as surety, guarantor or accommodation endorser on negotiable paper for other corporations, individuals, firms and associations, including shareholders and officers of this corporation, and to pledge the assets of this corporation to secure such endorsement, surety or guaranty; but not for the purpose of carrying on the business of banking or the business of insurance, or in violation of any provisions of N. C. General Statutes Sec. 55-52.
- (h) To acquire the goodwill, rights, property, business and assets of any and all kinds of any individual, firm, association or corporation, and to pay for the same in cash, stock, bonds, debentures, securities or any property of the corporation, or otherwise, in any manner permitted by law, and to assume all debts, contracts or obligations of such business so acquired; to cause to be formed, merged, consolidated or reorganized, and to promote and aid, in any way permitted by law, the formation, merger, consolidation or reorganization of any corporation.

- (i) To acquire, lease, hold, use, sell, assign, let, grant licenses in respect of, mortgage, pledge or otherwise dispose of letters patent of the United States of America or any foreign country, patent rights, licenses, royalties, privileges, inventions, improvements, processes, formulae, copyrights, trademarks, trade names and brands relating to, or useful in connection with, any business of the corporation.
  - (j) To engage in any other lawful activity, including but not limited to erecting, constructing, manufacturing, producing, repairing, servicing or storing any type of commodity, structure or livestock; to extract, process and deal with all natural resources; to transport by any means freight, passengers or other cargo; to collect, disseminate or otherwise utilize any information, advertising matter or similar item through any medium whatsoever; to enter into contracts with respect to, furnish or serve in all types of management, advisory, promotional or representative capacities whatsoever.
  - (k) To do any and all of the acts and things herein set forth, as principal, factor, agent, contractor, partner or otherwise, either alone or in company with others; and in general to carry on any other similar business which is incidental, conducive, convenient or proper to the attainment of the foregoing purposes or any of them, and which is not forbidden by law; and to exercise all or any of its corporate powers and rights in the State of North Carolina, and in any and all other states, territories, districts, colonies, possessions or dependencies of the United States of America, and in any foreign countries.
4. The Capital Stock which the corporation shall have authority to issue shall aggregate \$100,000.00 in Par Value and shall consist of 100,000 Shares of Common Stock with a Par Value of \$1.00 per share. Such Common Stock shall have full voting rights with one vote for each share issued and outstanding.
  5. This corporation shall commence business when three hundred (300) shares of Capital Stock shall have been subscribed and consideration given therefor at Par, to-wit, an aggregate consideration of Three Hundred Dollars (\$300.00).
  6. In furtherance and not in limitation of the powers conferred upon it by law, the Board of Directors of this corporation shall have the power, from time to time, without the assent or vote of the shareholders of the corporation, except to the extent to which such assent or vote is required by by-laws adopted by the shareholders: to make,

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alter, amend and rescind the by-laws of the corporation; to fix the amount to be reserved by the corporation as working capital; to set apart out of the funds of the corporation available for dividends a reserve or reserves for any proper purpose, and to abolish any such reserve in the manner in which it was created; to create and designate an executive committee which shall consist of two or more directors of the corporation, and, to the extent provided for in the by-laws of the corporation, shall have and may exercise all the powers of the Board of Directors with regard to the management of the business and affairs of the corporation which may lawfully be delegated.

7. The initial registered office of this corporation shall be:

474 Pine Forest Drive  
Kernersville  
Forsyth County  
North Carolina

The initial registered agent of this corporation at such address shall be:

Donald Ray Roland

8. The initial Board of Directors shall consist of three persons who shall serve as such directors until the first meeting of shareholders or until their successors shall be duly elected and qualify; the names and addresses of such persons are:

<u>Name</u>	<u>Address</u>
Donald Ray Roland	474 Pine Forest Drive Kernersville Forsyth County North Carolina
Clifford R. Eller	Valley Spring Road, Rural Route 6 Kernersville Forsyth County North Carolina
Elaine E. Roland	474 Pine Forest Drive Kernersville Forsyth County North Carolina

9. The names and addresses of the incorporators of this corporation are:

<u>Name</u>	<u>Address</u>
Donald Ray Roland	474 Pine Forest Drive Kernersville Forsyth County North Carolina

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A. L. Meyland

500 West Friendly Avenue  
Greensboro  
Guilford County  
North Carolina

Thomas J. Robinson, Jr.

500 West Friendly Avenue  
Greensboro  
Guilford County  
North Carolina

IN WITNESS WHEREOF, we have hereunto set our hands and affixed  
our seals, this 16<sup>th</sup> day of January, 1976.

Donald Ray Roland (SEAL)  
Donald Ray Roland

A. L. Meyland (SEAL)  
A. L. Meyland

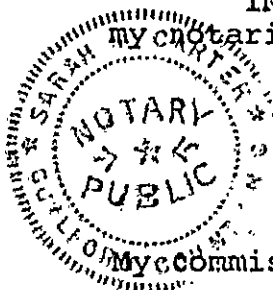
Thomas J. Robinson, Jr. (SEAL)  
Thomas J. Robinson, Jr.

NORTH CAROLINA

GUILFORD COUNTY

This is to certify that on this the 16<sup>th</sup> day of January, 1976, before me, Sarah M. Carter, a Notary Public of said county and state, personally appeared Donald Ray Roland, A. L. Meyland and Thomas J. Robinson, Jr., who, I am satisfied are the persons named in and who executed the foregoing Articles of Incorporation of E & R Enterprises, 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 WITNESS WHEREOF, I have hereunto set my hand and affixed my notarial seal or stamp, this the 16<sup>th</sup> day of January, 1976.



My commission expires:

12-21-77

Sarah M. Carter  
Notary Public

PRESENTED FOR  
REGISTRATION  
AND RECORDED

JAN 22 12 21 PM '76

7 800 EUNICE AYERS  
REGISTER OF DEEDS  
FORSYTH CTY. N.C.  
RB

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