



STATE OF NORTH CAROLINA



33

Department of The
Secretary of State

Encl AFTER RECORDING MAIL TO
MOORE & VAN ALLEN (59)

3000 NCNB PLAZA
CHARLOTTE, N. C. 28280

To all 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

P AND G CHEVROLET, INC.

and the probates thereon, the original of which was filed in this office on the 29th day of December 19 88, 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 29th day of December in the year of our Lord 19 88 .

Secretary of State



1650P2617

ARTICLES OF INCORPORATION
OF
P AND G CHEVROLET, INC.

DOCUMENT #444544
DATE 12/27/83 TIME 11:44

FILED
THAD EURE
SECRETARY OF STATE
NORTH CAROLINA

I, the undersigned, being a person of full age, do make and acknowledge these Articles of Incorporation for the purpose of forming a business corporation under and by virtue of the laws of the State of North Carolina.

ARTICLE I

The name of the corporation shall be P AND G CHEVROLET, INC.

ARTICLE II

The period of duration of the corporation shall be perpetual.

ARTICLE III

The purpose for which the corporation is organized is to engage in any lawful act or activity for which corporations may be organized under Chapter 55 of the General Statutes of North Carolina.

ARTICLE IV

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.

ARTICLE V

The minimum amount of consideration to be received by the corporation for its shares before it shall commence business is One Dollar (\$1.00) in cash or property of equivalent value.

1658-2610

ARTICLE VI

The address of the initial registered office of the corporation in North Carolina is 615 High Point Road, Kernersville, Forsyth County, North Carolina 27284; and the name of the initial registered agent at such address is Hubert B. Parks.

ARTICLE VII

The number of Directors of the corporation may be fixed by the by-laws. The number of Directors constituting the initial Board of Directors shall be one (1), and the name and address of the person who is to serve as sole Director until the first meeting of the shareholders, or until his successor be elected and qualify are:

<u>Name</u>	<u>Address</u>
Hubert B. Parks	615 High Point Road Kernersville, North Carolina 27284

ARTICLE VIII

The name and address of the incorporator are:

<u>Name</u>	<u>Address</u>
R. Michael Childs	3000 NCNB Plaza Charlotte, North Carolina 28280

ARTICLE IX

There shall be no preemptive rights with respect to the shares of the capital stock of the Corporation.

ARTICLE X

A director of the corporation shall not be personally liable for monetary damages for breach of his duty as a director, except for (i) acts or omissions not made in good faith that the director at the time of such breach knew or believed were in conflict with the best interests of the corporation, (ii) any liability under Section 55-32 of the Business Corporation Act, (iii) any transaction from which the director derived an improper

personal benefit, or (iv) acts or omissions occurring prior to the date this provision became effective. As used herein, the term "improper personal benefit" does not include a director's compensation or other incidental benefit for or on account of his service as a director, officer, employee, independent contractor, attorney, or consultant of the corporation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this the 28th day of December, 1988.

 (SEAL)
R. Michael Childs

STATE OF NORTH CAROLINA

COUNTY OF MECKLENBURG

I, Sheryl L. Maney, a Notary Public for
said county and state, do hereby certify that R. Michael Childs,
personally appeared before me this day and acknowledged the due
execution of the foregoing instrument.

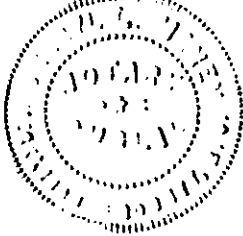
Witness my hand and official seal this 28th day of
December, 1988.

Sheryl L. Maney
Notary Public

My Commission Expires:

11-19-89

(SEAL)



1325 p.m.

PRESENTED FOR
REGISTRATION
AND RECORDED

JAN 11 10 38 AM '89

L.E. SPEAS
REGISTER OF DEEDS
FORSYTH COUNTY, N.C.

1688P2621