

9115538 TENDRAC CO.

09/06/91

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

CHARTER NUMBER : 9115538 DP
COUNTY : GWINNETT
DATE INCORPORATED : 09/06/91
EXAMINER : JANICE JACKSON
TELEPHONE : 404-656-2784

REQUESTED BY:

V. LEE THOMPSON, JR.
TENNANT, DAVIDSON, THOMPSON & SWEENEY, P.C.
690 LONGLEAF DRIVE/ P.O. DRAWER 1250
LAWRENCEVILLE, GA 30246

CERTIFICATE OF INCORPORATION

I, **MAX CLELAND**, Secretary of State and the Corporations
Commissioner of the State of Georgia do hereby certify, under the
seal of my office, that

"TENRAC CO."

has been duly incorporated under the laws of the State of Georgia
on the date set forth above, by the filing of articles of incorpo-
ration in the office of the Secretary of State and the fees there-
for paid, as provided by law, and that attached hereto is a true
copy of said articles of incorporation.

WITNESS, my hand and official seal, in the City of Atlanta
and the State of Georgia on the date set forth below.

DATE: SEPTEMBER 6, 1991

FORM A1 (JULY 1989)



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

SECURITIES
656-2894

CEMETERIES
656-3079

CORPORATIONS
656-2817

CORPORATIONS HOT-LINE
404-656-2222
Outside Metro-Atlanta

91 047

286 0000

ARTICLES OF INCORPORATION

OF

TENRAC CO.

I.

The name of the corporation is TENRAC CO.

II.

The corporation shall have perpetual duration.

III.

The corporation is a corporation for profit, and is organized for the following purposes:

1) To operate automobile car washes, detail shops and other associated business enterprises and to take all action necessary to operate such business enterprises.

2) To engage in any lawful act or activity for which corporations may be organized under the provisions of the Georgia Business Corporation Code.

IV.

This corporation is organized pursuant to the provisions of the Georgia Business Corporation Code.

V.

The corporation shall have authority to issue not more than one hundred thousand (100,000) shares of common stock of the par value of one dollar (\$1.00) per share.

VI.

The corporation shall not commence business until it shall have received not less than \$500.00 in payment for the issuance of shares of stock.

VII.

The initial registered office of the corporation shall be 690 Longleaf Drive, P.O. Drawer 1250, Lawrenceville, Georgia 30246. The initial registered agent of the corporation shall be V. Lee Thompson, Jr. The mailing address of the corporation shall be: Post Office Box 956596, Duluth, Georgia 30136.

VIII.

The initial Board of Directors shall consist of three (3) members, who shall be as follows:

1. Dee Arnett
1382 Pleasant Hill Road
Lawrenceville, Georgia 30244
2. Bruce Arnett, Sr.
1382 Pleasant Hill Road
Lawrenceville, Georgia 30244
3. Joe Blank
340 West Butterfield Road, Suite 1A
Chicago, Illinois 60126

IX.

The name and address of the incorporator is as follows:

V. Lee Thompson, Jr.
Thompson & Sweeny, P.C.
690 Longleaf Drive, P.O. Drawer 1250
Lawrenceville, GA 30245

X.

Action required or permitted by Chapter 2 of Article 14 of the Official Code of Georgia Annotated to be taken at a meeting of the shareholders of the corporation may be taken without a meeting of the shareholders if the action is taken by all the shareholders entitled to vote on the action or, by persons who would be entitled to vote at a meeting those shares having voting power to cast not less than the minimum number (or numbers, in the case of voting by groups) of votes that would be necessary to authorize or take the action at a meeting at which all shareholders entitled to vote were

present and voted. The action must be evidenced by one or more written consents describing the action taken, signed by shareholders entitled to take action without a meeting, and delivered to the corporation for inclusion in the minutes or filing in the corporate records.

No written consent signed hereunder shall be valid unless:

1. The consenting shareholder has been furnished the same material that, under Chapter 2 of section 14 of the Georgia Business Corporation Code, would have been required to be sent to shareholders in a notice of a meeting at which the proposed action would have been submitted to the shareholders for action, including notice of any applicable dissenters rights as provided in O.C.G.A. §14-2-1320 and §14-2-1322; or
2. The written consent contains an express waiver of the right to receive the material otherwise required to be furnished.

Action respecting any election of directors as to which shareholders would be entitled to cumulative voting may be taken without a meeting only by written consent of all the shareholders entitled to vote on the action.

If not otherwise fixed under O.C.G.A. §14-2-703 or §14-2-707, the record date for determining shareholders entitled to take action without a meeting is the date the first shareholder signs the consent as provided above.

A consent signed hereunder has the effect of a meeting vote and may be so described in any such document.

If action is taken hereunder by less than all of the shareholders entitled to vote on the action, all voting shareholders on the record date who did not participate in taking the action shall be given written notice of the action, together with the material described above, not more than 10 days after the taking of action without a meeting.

If Chapter 2 of Section 1 of the Georgia Corporation Business Code requires that notice of action by shareholders be given to non-voting shareholders and the action is taken by voting shareholders without a meeting, the corporation must give its non-voting shareholders written notice of the action

not more than ten (10) days after the taking of the action without a meeting. The notice must contain or be accompanied by the same material that under this provision, would have been required to be sent to non-voting shareholders in a notice of meeting at which the proposed action would have been submitted to the shareholders for action.

XI.

No director of the corporation shall be personally liable to the corporation or to any shareholder of the corporation because he is or was a director against liability incurred in any proceeding if the director acted in a manner he believed in good faith to be in or not opposed to the best interest of the corporation, and, in the case of any criminal proceeding, he had no reasonable cause to believe his conduct was unlawful. Any director's conduct with respect to an employee benefit plan for a purpose he believed in good faith to be in the interest of the participants in and the beneficiaries of the plan is conduct which satisfies the requirements of this indemnification provision. The termination of a proceeding by judgment, order, settlement, or conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that a director did not meet the standards of conduct set forth herein.

The corporation shall not indemnify a director in the following instances:

1. In connection with a proceeding by or in the right of the corporation in which the director was adjudged liable to the corporation; or
2. In connection with any other proceeding in which the director was adjudged liable on the basis that personal benefit was improperly received by the director.

Indemnification permitted under this article in connection with a proceeding by or in the right of the corporation is limited to reasonable expenses incurred in connection with the proceeding.

The corporation shall indemnify a director against reasonable expenses incurred by him in connection with the successful

defense, on the merits or otherwise, of any proceeding to which the director was a party, or in defense of any claim, issue, or matter therein because he is or was a director of the corporation.

The indemnity provided herein for directors shall be governed in accordance with O.C.G.A. §14-2-855 for determination and authorization of indemnification.

XII.

Any officer of the corporation who is not a director is entitled to mandatory indemnification under O.C.G.A. §14-2-852 and is entitled to apply for court ordered indemnification under O.C.G.A. §14-2-854, in each case to the same extent as a director; the corporation may also indemnify and advance expenses to an officer, employee, or agent who is not a director to the extent, consistent with public policy.

XIII.

The stockholders of the corporation shall not have any preemptive rights to acquire any unissued shares of the corporation.

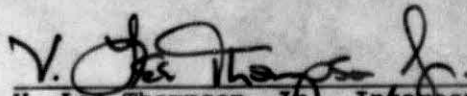
XIV.

The corporation may acquire its own shares and the shares so acquired constitute authorized but unissued shares.

XV.

The corporation shall have the power to make distributions to its shareholders out of its capital surplus subject to the limitations of O.C.G.A. §14-2-640(c).

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation.


V. Lee Thompson, Jr., Incorporator

SECRETARY OF STATE
Sep 6 1 11 PM '91
BSR(1)

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.
Atlanta, Georgia 30334-1530

FORM NUMBER : NR
CERTIFICATE DATE : 08/26/91
DOCKET NUMBER : 91234525
EXAMINER : STACY GILLEY
TELEPHONE : 404-656-3173

REQUESTED BY:

V. LEE THOMPSON, JR.
P O DRAWER 1250
LAWRENCEVILLE GA 30246

NAME RESERVATION CERTIFICATE

THE RECORDS OF THE SECRETARY OF STATE HAVE BEEN REVIEWED AND THE FOLLOWING NAME IS ~~NOT~~ IDENTICAL TO, AND APPEARS TO BE DISTINGUISHABLE FROM, THE NAME OF ANY OTHER EXISTING CORPORATION, PROFESSIONAL ASSOCIATION, OR LIMITED PARTNERSHIP ON FILE PURSUANT TO THE APPLICABLE PROVISIONS OF GEORGIA LAW. (TITLE 14 OF THE OFFICIAL CODE OF GEORGIA ANNOTATED).

"TENRAC CO."

THIS CERTIFICATE SHALL BE VALID FOR A NONRENEWABLE PERIOD OF NINETY (90) DAYS FOR PROFIT AND NONPROFIT CORPORATIONS, PROFESSIONAL ASSOCIATIONS (DP, FP, DN, FN, & PA), OR LIMITED PARTNERSHIPS (7D OR 7F), FROM THE DATE OF THIS CERTIFICATE. PLEASE SUBMIT THE ORIGINAL CERTIFICATE (WHITE COPY) WITH THE ARTICLES OF INCORPORATION, CERTIFICATE OF LIMITED PARTNERSHIP, APPLICATION FOR PROFESSIONAL ASSOCIATION OR CERTIFICATE OF AUTHORITY TO TRANSACT BUSINESS

NAME RESERVATIONS ARE NOT RENEWABLE AFTER EXPIRATION OF THE STATUTORY RESERVATION PERIOD SET OUT ABOVE.



Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

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656-2894

CEMETERIES
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286 0006

**CERTIFICATION OF REQUEST FOR PUBLICATION
OF NOTICE OF INTENT TO FILE ARTICLES OF INCORPORATION**

To: Honorable Max Cleland
Secretary of State
Corporation Division
State of Georgia

Dear Sir or Madam:

This is to certify that on September 6, 1991 I did deliver a request for publication of notice of intent to file the articles of incorporation on behalf of TENRAC CO., as well as a check in the amount of \$40.00 to the Gwinnett Home Weekly, the official organ of publication in Gwinnett County, Georgia.


V. Lee Thompson, Jr. Incorporator

Secretary of State
Business Services and Regulation

Suite 315, West Tower

2 Martin Luther King Jr. Dr.

Atlanta, Georgia 30334-1530

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Max Cleland

MAX CLELAND
SECRETARY OF STATE

Verley J. Spivey

VERLEY J. SPIVEY
DEPUTY SECRETARY OF STATE

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THOMPSON & SWEENEY, P.C.
Law Offices

V. LEE THOMPSON, JR.
VICTORIA SWEENEY
GLENN P. STEPHENS
KATHRYN McCART SCHRADER
PAUL E. ANDREW

Longleaf Commons
690 Longleaf Drive, Lawrenceville, GA 30245
Telephone: 404/963-1997
Telephone Copier: 404/822-2913

Mailing Address
P.O. Lower 1250
Lawrenceville, Georgia 30246

September 6, 1991

Secretary of State
Corporations Division
2 Martin Luther King, Jr. Drive
Suite 315, West Tower
Atlanta, Georgia 30334

Re: Incorporation of TENRAC CO.

Dear Sir or Madam:

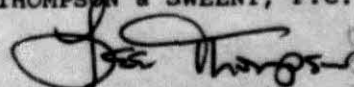
As required by the Georgia Business Corporation Code effective July 1, 1989, as amended, I enclose herewith the following documents for the purpose of incorporating the above-named corporation.

- (1) Form A-100 (data entry form) with our firm check in the amount of \$60.00 made payable to the Secretary of State.
- (2) Original Articles of Incorporation.
- (3) Certification of request for publication of notice of intent to file Articles of Incorporation.
- (4) Conformed copy of the Articles of Incorporation to be returned to the Incorporator along with the Certificate of Incorporation.

Thank you for your assistance in this matter.

Sincerely,

THOMPSON & SWEENEY, P.C.


V. Lee Thompson, Jr.

VLT/kad
Enclosures

Please expedite.

PEA

SEP 6 1 11 PM '91

SECRETARY OF STATE



MAX CLELAND
Secretary of State
State of Georgia

BUSINESS SERVICES AND REGULATION

Suite 315, West Tower
2 Martin Luther King Jr., Drive
Atlanta, Georgia 30334
(404) 656-2817

A100

Eff. 7/1/89
J. F. GULLION
Director

ARTICLES OF INCORPORATION DATA ENTRY FORM FOR GEORGIA CORPORATIONS

I. Filing Date: 9-6-91 Code: DP Docket Number: 91249183, 184
Assigned Exam: 91 Amount: \$ 160.00 By: _____
Charter Number: 9115538 Completed: _____

DO NOT WRITE ABOVE THIS LINE - SOS USE ONLY

NOTICE TO APPLICANT: PRINT PLAINLY OR TYPE THE REMAINDER OF THIS FORM.

II. Corporate Name:		TENRAC CO.	
Mailing Address:		Post Office Box 956596	
City:	Duluth	County:	Gwinnett
State:	Georgia	Zip Code:	30136
III. Fees Submitted By:		Thompson & Sweeny, P.C.	
Amount Enclosed: \$	60.00	Check Number:	3180
IV. Incorporator:		V. Lee Thompson, Jr.	
Address:		690 Longleaf Drive	
City:		P.O. Drawer 1250	
State:		Georgia	
Zip Code:		30246	
Incorporator:			
Address:			
City:		State:	
Zip Code:			
V. Registered Agent/Office:		V. Lee Thompson, Jr.	
Address:		690 Longleaf Drive	
City:		P.O. Drawer 1250	
County:		Gwinnett	
State:		Georgia	
Zip Code:		30246	
VI. ARTICLES OF INCORPORATION FILING CHECK-OFF LIST		Applicant	Examiner
1. Original and one conformed copy of Articles of Incorporation		X	
2. Corporate name verification number		X	
3. Authorized shares stated		X	
4. Incorporator's signature		X	
5. Post effective date, if applicable			
6. Number of pages attached:		11	
VII. Applicant/Attorney:		Telephone: (404) 963-1997	
Address:		690 Longleaf Drive	
City:		P.O. Drawer 1250	
State:		Georgia	
Zip Code:		30246	

NOTICE: Attach original and one copy of the Articles of Incorporation and the Secretary of State filing fee (\$60.00). Mail or deliver to the above address. This form does not replace the Articles of Incorporation.

I understand that the information on this form will be used in the Secretary of State Corporate database. I certify that a notice of intent to incorporate and a publishing fee of \$40.00 has been mailed or delivered to an authorized newspaper, as required by law.

Signed: V. Lee Thompson, Jr.
V. LEE THOMPSON, JR.

Date: 9/6/91
September 6, 1991

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