

P00000001106

ROBERT A. KIMBROUGH  
*Attorney at Law*  
1530 CROSS STREET  
SARASOTA, FLORIDA 34236-7015

TELEPHONE  
(941) 951-1234  
FAX  
(941) 952-1530

December 27, 1999

VIA UPS NEXT DAY AIR

200003081772--8  
-12/28/99--01044--011  
\*\*\*\*\*122.50 \*\*\*\*\*87.50

Division of Corporations  
Florida Department of State  
409 East Gaines Street  
Tallahassee, FL 32399

Re: Graybeal's Automotive, Inc.

Ladies and Gentlemen:

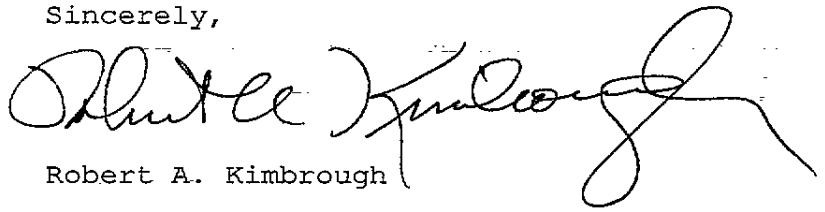
Please accept for filing as a Florida corporation the enclosed Articles of Incorporation of Graybeal's Automotive, Inc.

My check in the amount of \$122.50 is enclosed herewith representing \$35.00 filing fee, \$52.50 certified copy of Articles of Incorporation and \$35.00 for designation of resident agent.

We request preparation and transmittal to me of a certified copy of the Articles of Incorporation and Certificate of Incorporation.

Thank you for your assistance.

Sincerely,



Robert A. Kimbrough

RAK/ale

Enclosures

99 DEC 28 AM 9:38  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

aje/s

**ARTICLES OF INCORPORATION  
OF  
GRAYBEAL'S AUTOMOTIVE, INC.**

The undersigned subscribers to these Articles of Incorporation, natural persons, competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of the corporation is GRAYBEAL'S AUTOMOTIVE,

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is: To engage in any and every lawful activity, aspect and phase of the business of motor vehicle repair and restoration and to carry on, engage in and conduct any business or businesses or do any act or acts which a natural person or persons might do, and which are necessary, convenient or expedient to accomplish the purposes for which this corporation is formed and such as are not repugnant to law; and to manufacture, purchase or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer or otherwise dispose of, and to invest, trade in, deal in with goods, wares, merchandise, real and personal property, and services of every class, kind and description.

The foregoing statements shall be construed as powers, as well as purposes, and, in addition, the corporation shall have such powers as are now or hereafter will be granted to general private corporations under the laws of this state and any other state or territory of the United States in which it may qualify to do business.

ARTICLE THREE. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is: Seven Thousand

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

99 DEC 28 AM 9:38

FILED

Five Hundred (7,500) shares of common stock having a nominal or par value of One Dollar (\$1.00) per share. The shareholders of the corporation may include in agreements among themselves the following as valid matters of agreement.

1. Any limitation upon the transferability or assignment of the stock;

2. The conferring of pre-emptive rights of purchase upon stockholders of the corporation as conditions precedent to the sale or transfer of any issued stock.

#### ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is greater than Five Hundred Dollars (\$500.00).

#### ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually unless dissolved according to law.

#### ARTICLE VI. PRINCIPAL OFFICE

The address of the principal office, the mailing address of the corporation and the street address of the initial registered office of the corporation is 4011 Sawyer Road, Sarasota, FL 34233 and the name of its initial registered agent at such address is PAUL DOUGLAS GRAYBEAL. In addition, the corporation may establish branch offices at other locations either within or out of this state.

#### ARTICLE VII. DIRECTORS

This corporation shall not have directors initially and shall not have directors until such future time, as the stockholders shall by proper resolution create a Board of Directors of not less than three or more than seven members.

ARTICLE VIII. SUBSCRIBERS

The name and street address of the subscriber of these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
PAUL DOUGLAS GRAYBEAL	1151 Annie Laurie Lane Sarasota, FL 34240

ARTICLE IX. MANAGEMENT OF CORPORATION

The business of the corporation shall be managed by the stockholders of the corporation unless and until a Board of Directors is formed as provided pursuant to law.

If this corporation enters into contracts or transacts business with one or more of its officers, or with any firm of which one or more of its officers are members, or with any other corporation or association of which one or more of its officers are shareholders or officers, such contract or transaction shall not be invalidated or in any way affected by the fact that such officer or officers have or may have interests therein which are or might be adverse to the interests of this corporation, provided such contract or transaction is entered into in good faith and in the usual course of business.

ARTICLE X. CAPITAL STRUCTURE

The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than thirty-five (35) stockholders.

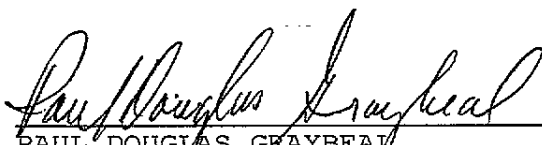
ARTICLE XI. AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by stockholders owning not less than two-thirds ( $2/3^{\text{rds}}$ ) of the stock entitled to vote thereon, unless all of the directors and all of the stockholders sign a written statement manifesting their intention

that a certain amendment of these Articles of Incorporation be made.

ARTICLE XII. BY-LAWS

By-Laws of the corporation may be adopted or amended by approval of stockholders owning two-thirds (2/3<sup>ds</sup>) of the stock entitled to vote thereon, unless all of the stockholders sign a written statement manifesting their intention that certain By-Laws or amendments thereto be made.

  
\_\_\_\_\_  
PAUL DOUGLAS GRAYBEAL

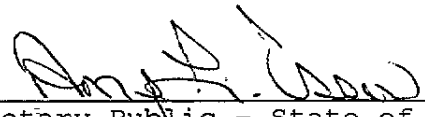
STATE OF FLORIDA  
COUNTY OF SARASOTA

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the county and state named above to take acknowledgments, personally appeared PAUL DOUGLAS GRAYBEAL, to me known to be the person described as the subscriber in and who executed the foregoing Articles of Incorporation.

WITNESS my hand and official seal in the county and state named this 27<sup>th</sup> day of December, 1999.



Amy L. Esser  
MY COMMISSION # CC806966 EXPIRES  
March 31, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

  
\_\_\_\_\_  
Notary Public - State of Florida  
Name Printed:  
My Commission Expires:

Personally Known   ✓   OR Produced Identification \_\_\_\_\_  
Type of Identification Produced \_\_\_\_\_

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OF DOMICILE  
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

---

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said act.

FIRST: That GRAYBEAL'S AUTOMOTIVE, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at 4011 Sawyer Road, Sarasota, FL 34233, has named PAUL DOUGLAS GRAYBEAL located at 4011 Sawyer Road, (Post office box address not acceptable), City of Sarasota, County of Sarasota, State of Florida, as its agent to accept service of process within this state.

GRAYBEAL'S AUTOMOTIVE, INC.

By: *Paul Douglas Graybeal*  
Paul Douglas Graybeal, Incorporator

ACKNOWLEDGMENT: (Must be signed by designated agent.) Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said act relative to keeping open said office.

*Paul Douglas Graybeal*  
PAUL DOUGLAS GRAYBEAL, Resident Agent

99 DEC 28 AM 9:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**FILED**