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# ROY E. DEZERN THOMAS C. POWELL

# ATTORNEYS AT LAW 500 NORTH OCEAN STREET JACKSONVILLE, FLORIDA 32202-3191

TELEPHONE (904) 353-8295

FACSIMILE (904) 353-1341

March 15, 2005

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Re: Articles of Incorporation of Brad's Custom Auto & Sales, Inc.

Dear Sir:

Enclosed please find the original and two copies of the Articles of Incorporation to be filed by your office concerning the above described corporation.

In addition, enclosed is my office check for payment of the following:

1.	Filing Fee	\$ 70.00
2.	Certified copy of Articles	8.75
	Total	\$ 78.75

I would appreciate your returning a certified copy of the Articles of Incorporation. Thank you for your prompt attention.

Yours truly, Thomas C. Powell

Thomas C. Powell

Enclosures

cc: Brad Coursey

#### ARTICLES OF INCORPORATION

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BRAD'S CUSTOM AUTO & SALES, INC.

TALLAMASSEE. FLORIDA

#### ARTICLE I - NAME and PRINCIPAL OFFICE

The name of this corporation is Brad's Custom Auto & Sales, Inc. and its principal place of business shall be located at 8711 Phillips Highway, Jacksonville, Florida 32256.

#### ARTICLE II - DURATION

This corporation shall have perpetual existence commencing on the date of the filing of these Articles of Incorporation with the Department of State.

#### **ARTICLE III - PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock at \$1.00 par value, which shall be designated as "Common Shares." The corporation shall not have more than 75 shareholders and shall otherwise fulfill the requirements for election of S corporation status under the Internal Revenue Code.

#### ARTICLE V - PRE-EMPTIVE RIGHTS

Every shareholder, upon the sale for cash of any new stock of this corporation shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 8711 Phillips Highway, Jacksonville, Florida 32256, and the name of the initial registered agent of this corporation at that address is Brad Coursey.

#### ARTICLE VII - DIRECTORS

Initially, this corporation shall have two Directors who shall serve until their successors shall be elected/appointed at the first meeting of the stockholders and thereafter this corporation shall have no

less than one director constituting the initial Board of Directors. The number of Directors may be either increased or decreased from time to time by the Bylaws. The names and addresses of the initial directors are as follows:

<u>Name</u>

Address

**Brad Coursey** 

3095 Delor Drive

Jacksonville, FL 32223

Jill Coursey

3095 Delor Drive

Jacksonville, FL 32223

#### **ARTICLE VIII - OFFICERS**

The names and addresses of the initial officers of the corporation, who shall serve until their successors shall be elected or appointed, are:

Name

Address

President:

**Brad Coursey** 

3095 Delor Drive

Jacksonville, FL 32223

Secretary/Treasurer:

Jill Coursey

3095 Delor Drive

Jacksonville, FL 32223

## ARTICLE IX - INCORPORATOR

The name and address of the Incorporator signing these articles is:

Name

Address

Jill Coursey

3095 Delor Drive

Jacksonville, FL 32223

#### ARTICLE X - INDEMNIFICATION

The corporation shall indemnify any Officer or Director, or any former Officer or Director, to the full extent permitted by law. No officer or director shall be personally liable for monetary damages to the corporation or any other person for any statement, vote, decision, or failure to act, regarding corporate management or policy, unless that officer or director breached or failed to perform his duties as an officer or director as provided \$607.0831, Florida Statutes (2003).

#### **ARTICLE XI - AMENDMENT**

This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation. Articles may be amended at any time by a majority vote of the shareholders.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date of signing.

Dated: 3 · 15 · 05

Incorporator

# CERTIFICATE DESIGNATING PLACE AND NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In compliance with Section 48.091, Florida Statutes, the following is submitted:

First, that Brad's Custom Auto & Sales, Inc., desiring to organize or qualify under the laws of the State of Florida, has named Brad Coursey, 8711 Phillips Highway, Jacksonville, Florida 32256, as its agent to accept service of process within Florida.

Dated: 3.15-05

Jill Coursey Incorporator

## ACCEPTANCE OF DESIGNATION BY REGISTERED AGENT

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated: 3-15-05

Brad Coursey

Registered Agent

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