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# FLORIDA PROFIT CORPORATION OR P.A.

## J.B.W. OF SOUTH FLORIDA, INC.

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# ARTICLES OF INCORPORATION

# OF

# J.B.W. OF SOUTH FLORIDA, INC.

The undersigned, acting as incorporator of **J.B.W. OF SOUTH FLORIDA, INC.** under the Florida Business Corporation Act, adopts the following Articles of Incorporation:

## ARTICLE I.
## NAME

The name of the corporation is:

**J.B.W. OF SOUTH FLORIDA, INC.**

## ARTICLE II.
## COMMENCEMENT OF EXISTENCE

The existence of the corporation will commence on January 1, 2000.

## ARTICLE III. PURPOSE

This corporation is formed for the purpose of engaging in the business of vehicle body touch-up and repairs, and may engage in any activity or business permitted under the laws of the United States and Florida.

## ARTICLE IV.
## AUTHORIZED SHARES

The maximum number of shares that the corporation is authorized to have outstanding at any time is 1000 shares of common stock having a par value of $0.10 per share. The consideration to be paid for each share shall be fixed by the board of directors and may be paid in whole or in part in cash or other property, tangible or intangible, or in labor or services actually performed or to be performed for the benefit of the corporation. Each issued and outstanding stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the shareholders.

These Articles prepared by:
John F. Jankowski, Jr., Esq.
Cornerstone One-Suite 220
1200 South Pine Island Road
Plantation, Florida 33324-4402
(954) 370-1026
Fla. Bar No. 833533

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**ARTICLE V.**
**INITIAL PRINCIPAL OFFICE AND REGISTERED AGENT**

The street and mailing address of the initial principal office of the corporation is 13730 State Road 84, Suite 262, Davie, Florida 33325.

The name of the corporation's initial **Registered Agent is Jay B. Woods** whose address is 13730 State Road 84, Suite 262, Davie, Florida 33325.

**ARTICLE VI.**
**INITIAL BOARD OF DIRECTORS AND OFFICERS**

The corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time, as provided in the bylaws, but shall never be less than one. The name and street address of the initial Directors are:

**Jay B. Woods**
**13730 State Road 84**
**Suite 262**
**Davie, Florida 33325**

**Jay Woods**
**13730 State Road 84**
**Suite 262**
**Davie, Florida 33325**

**Joan C. Woods**
**13730 State Road 84**
**Suite 262**
**Davie, Florida 33325**

The initial officers of the corporation are:

**President - Jay B. Woods**
**Vice President - Jay Woods**
**Secretary - Joan C. Woods**

**ARTICLE VII.**
**INCORPORATOR**

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The name and street address of the incorporator is:

**Jay B. Woods**
**13730 State Road 84**
**Suite 262**
**Davie, Florida 33325**

**ARTICLE VIII.**
**BYLAWS**

The power to adopt, alter, amend, or repeal bylaws shall be vested in the board of directors and the shareholders, except that the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

**ARTICLE IX.**
**AMENDMENTS**

The corporation reserves the right to amend, alter, change, or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles may be amended prior to the issuance of shares of the corporation by the unanimous approval or consent of the board of directors. Thereafter, every amendment shall be approved by the board of directors, proposed by them to the shareholders, and approved at a shareholders' meeting by the holders of a majority of the shares entitled to vote on the matter or in such other manner as may be provided by law.

**ARTICLE X.**
**PREEMPTIVE RIGHTS**

Each shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any other kind, class or series as that which each existing shareholder already holds, to purchase his\her pro rata or any other share of such stock at the same price at which it is offered to others or any other price.

**ARTICLE XI.**
**INDEMNIFICATION**

In addition to any rights and duties under applicable law, the Corporation shall indemnify and hold harmless all its directors, officers, employees and agents, and former directors, officers, employees and agents from and against all liabilities and obligations, including attorneys fees, incurred in connection with any actions taken or failed to be taken by said directors, officers, employees and agents in their capacity as such except for willful misconduct or gross negligence.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 10 day of December, 1999.

Jay B. Woods

JAY B. WOODS

STATE OF FLORIDA )
) SS:
COUNTY OF BROWARD )

The foregoing instrument was acknowledged before me this 14th day of December, 1999, by JAY B. WOODS, to me personally known to be the person who executed the foregoing articles or who produced FL Drivers License as identification and who did take an oath.

JOHN F. JANKOWSKI, JR.
MY COMMISSION # CC 734415
EXPIRES: 04/16/2002
1-800-3-NOTARY Fla. Notary Service & Bonding Co.

Notary Public, State of Florida
Print Name:
My commission expires:

## ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

Having been named as Registered Agent for J.B.W. OF SOUTH FLORIDA, INC. in the foregoing Articles of Incorporation, I, JAY B. WOODS hereby agree to accept service of process for said corporation and to comply with all statutes relative to the complete and proper performance of the duties of Registered Agent of which I am familiar.

BY: Jay B. Woods
JAY B. WOODS

These Articles prepared by:
John F. Jankowski, Jr., Esq.
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1200 South Pine Island Road
Plantation, Florida 33324-4402
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