

400306
Cooper, B. J. PA
Requestor's Name

2414 E. Plaza Drive
Address 671-1111

Tallahassee FL 32308
City/State/Zip Phone #

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-07/15/97--01054--036
*****87.50 *****87.50
Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Thomas Chevrolet - GEO-Buick-Olds-Pontiac Inc.
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time _____ ☒ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input checked="" type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

PA
AUTHORIZATION: ST. PHILIP
CORRECT DOCUMENT 6/9/97
DATE 7-15
DOC. # 7-15
Call when ready
Rest art 7/15

FILED
97 JUL 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

97 JUL 15 PM 3:03
GAVE

Examiner's Initials	
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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
THOMAS CHEVROLET-GEO-BUICK-OLDS.-PONTIAC, INC.**

FILED
97 JUL 15 PM 3:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as directors for the purpose of restating the Articles of Incorporation of THOMAS CHEVROLET-GEO-BUICK-OLDS.-PONTIAC, INC., under and by virtue of the laws of the State of Florida, adopt the following Amended and Restated Articles of Incorporation.

ARTICLE I

These Restated Articles contain certain amendments requiring stockholder approval, and have been approved and adopted by the vote of the stockholders holding 100 percent of the total shares of the only outstanding class of the capital stock of the Corporation, which is sufficient for an amendment of the Corporation's Articles under Chapter 607, Florida Statutes. The date of adoption of this amendment is June 9, 1997.

ARTICLE II

The name of the Corporation shall be THOMAS CHEVROLET-GEO-BUICK-OLDS.-PONTIAC, INC., and its present principal place of business is 2128 Hwy. 19 South, in the City of Perry, County of Taylor, State of Florida.

ARTICLE III

The general nature of the business to be transacted by this Corporation shall be any business or purpose which is lawful under the laws of the State of Florida.

ARTICLE IV

The present registered agent, Lewis H. Thomas, shall remain the registered agent of the Corporation. The address of the registered agent shall be 2128 Hwy. 19 South, Perry, Florida 32347.

ARTICLE V

The Corporation shall have perpetual existence.

ARTICLE VI

The authorized capital stock of this Corporation shall consist of one hundred thousand (100,000) shares of One Hundred and No/100 Dollars (\$100.00) par value voting common stock.

ARTICLE VII

The number of directors shall be not less than one (1) nor more than seven (7) . However, the number of directors may be increased or decreased from time to time by the Board of Directors of the Corporation, or by the stockholders at an annual or special meeting thereof. The names of the current members of the Board of Directors are as follows:

Lewis H. Thomas
Mary Jo Thomas
Alan R. Brantley
Lewis Cal Thomas
Merrio Tornillo

ARTICLE VIII

Holders of the capital stock of the Corporation shall not have the preemptive right to purchase any new shares of stock or securities, or rights to acquire stock or securities of the Corporation. Cumulative voting shall not be allowed in the election of directors or for any other purpose.

ARTICLE IX

The officers of the Corporation shall be a president, vice president, secretary and a treasurer, and such other officers or agents as may be appointed by the Board of Directors. All officers, agents or employees as may be necessary shall be chosen in such a manner, for such time, as have such duties as may be described by the By-Laws or determined by the Board of Directors. The names of the current officers are as follows:

President	Mary Jo Thomas
Vice President	Lewis Cal Thomas
Vice President	Alan R. Brantley
Secretary/Treasurer	Merrio Tornillo

ARTICLE X

The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees, judgments, fines and amounts paid in settlement) actually and reasonably incurred by him in connection with such action, suit or proceeding, including appeals, unless he acted with gross negligence or willful misconduct. Determination of any action, suit or proceeding by judgment, order, settlement or conviction shall not create a presumption that the person acted with gross negligence or willful misconduct. The determination of whether a person acted within the standard of conduct described above shall be made in one of the following matters:

- i. A majority vote of a quorum of directors who were not parties to the action, suit, or proceeding; or
- ii. If a majority of the disinterested directors so requests, by independent legal counsel in a written opinion; or
- iii. If a majority of the disinterested directors so requests, by a qualified independent arbitrator.

Success on the merits in defense of any action, suit or proceeding shall be determinative that the person acted within the necessary standard of conduct and no further determination shall be necessary.

Expenses, including attorneys' fees, incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding, upon a preliminary determination by the disinterested board members that the person did not act with gross negligence or willful misconduct, upon receipt of an undertaking by such person to repay such amount upon any ultimate determination that he acted with gross negligence or willful misconduct.

Indemnification as provided hereunder shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of his heirs, executors, administrators, and assigns.

The Corporation shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or agent of the Corporation, or is, or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted

against him and incurred by him in any such capacity, or arising out of the status as such, whether or not the Corporation has the power to indemnify him against such liability under the provisions of this section.

IN WITNESS OF THE FOREGOING, the undersigned directors have executed these Amended and Restated Articles of Incorporation this 9 day of July, 1997.

Mary Jo Thomas
Mary Jo Thomas
President

STATE OF FLORIDA
COUNTY OF TAYLOR

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the state aforesaid and in the county aforesaid to take acknowledgments, personally appeared Mary Jo Thomas, to me known to be the individual described in and who executed the foregoing Amended and Restated Articles of Incorporation of THOMAS CHEVROLET-GEO-BUICK-OLDS.-PONTIAC, INC., and who is personally known to me or produced personally known to me as identification, and who, after being duly sworn by me, did acknowledge before me that she executed the same for the uses and purposes therein expressed.

WITNESS my hand and official seal in the state and county last aforesaid this 9 day of July, 1997.

Alan Ray Brantley
NOTARY PUBLIC - STATE OF FLORIDA

(SEAL)



ALAN RAY BRANTLEY
MY COMMISSION # CC355045 EXPIRES
March 13, 1998
BONDED THRU TROY FARM INSURANCE, INC.

Alan Ray Brantley
Print, Type or Stamp Name of Notary Public