

655004

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet 0057323

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H12000299462 3)))



H120002994623ABC2

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : EMPIRE CORPORATE KIT COMPANY
Account Number : 072450003255
Phone : (305) 634-3694
Fax Number : (305) 633-9696

2012 DEC 21 AM 10:52
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
PALM BEACH MOTOR CARS LIMITED, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$35.00

Arstart

DEC 26 2012

T. LEWIS

Electronic Filing Menu

Corporate Filing Menu

Help

H120000290462

FILED
2012 DEC 21 AM 10:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
of
PALM BEACH MOTOR CARS LIMITED, INC.
(655004)**

Pursuant to the provisions of section 607.1007, Florida Statutes, the undersigned Florida for profit corporation adopts the following Amended and Restated Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation is PALM BEACH MOTOR CARS LIMITED, INC.

ARTICLE II: AGENT FOR SERVICE OF PROCESS

The name of the registered agent of the Corporation and the street address of the registered office of the Corporation is:

Eric D. Isicoff
1200 Brickell Avenue, Suite 1900
Miami, Florida 33131

ARTICLE III: PURPOSE

The purpose of the corporation is to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act (the "FBCA").

ARTICLE IV - CORPORATE MAILING ADDRESS

The principal office and mailing address of the Corporation is:

915 South Dixie Highway
West Palm Beach, Florida 33401

ARTICLE V: AUTHORIZED STOCK

1. **Total Authorized.** The total number of shares of all classes of capital stock that the corporation has authority to issue is 10,000 shares, consisting of: 1,000 shares of Class A Voting Common Stock, \$0.001 par value per share ("*Class A Voting Common Stock*") and 9,000 shares of Class B Non-Voting Common Stock, \$0.001 par value per share ("*Class B Non-Voting Common Stock*") and together with the Class A Voting Common Stock, the "*Common Stock*"). The Class A Voting Common Stock and the Class B Non-Voting Common Stock shall be of equal rank and shall entitle the holders thereof to the same rights and privileges, except as hereinafter expressly provided.

2. **Rights of Class A Voting Common Stock and Class B Non-Voting Common Stock.**

2.1 **Equal Status.** Except as otherwise provided in these Amended and Restated Articles of Incorporation or required by applicable law, shares of Class A Voting Common Stock and Class B Non-Voting Common Stock shall have the same rights and powers, rank equally (including as to dividends and distributions, and upon any liquidation, dissolution or winding up of the corporation), share ratably and be identical in all respects and as to all matters. Any dividend, as and if declared by the Board of Directors of the corporation, payable at such time or times as the Board of Directors may determine and any dividend declared by the Board of Directors shall be declared and paid upon the outstanding shares of the Class A Voting Common Stock and the Class B Non-Voting Common Stock in equal amounts without preference or priority of one class of stock over the other. In the event of any liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, all assets and funds of the corporation available for distribution to its stockholders shall be distributed and paid over to the holders of the Class A Voting Common Stock and the Class B Non-Voting Common Stock in equal amounts per share and without preference or priority of one class of stock over the other.

2.2 **Voting Rights.** Except as otherwise expressly provided by law, the holder of the Class B Non-Voting Common Stock shall have no voting power, all rights to vote and all voting power, including, but not limited to, actions required by a vote or consent of the holder of all shares, being vested exclusively in the holders of the Class A Voting Common Stock.

ARTICLE III: AMENDMENT OF BYLAWS

The Board of Directors of the corporation shall have the power to adopt, amend or repeal the Bylaws of the corporation.

ARTICLE IV: DIRECTOR LIABILITY; INDEMNIFICATION

1. **Limitation of Liability.** To the fullest extent permitted by law, no director of the corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of fiduciary duty as a director. Without limiting the effect of the preceding sentence, if the FBCA is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the corporation shall be eliminated or limited to the fullest extent permitted by the FBCA, as so amended.

2. **Indemnification.** The corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the corporation or any predecessor of the corporation, or officer at the request of the corporation or any predecessor to the corporation.

3. **Change in Rights.** Neither any amendment nor repeal of this ARTICLE IV, nor the adoption of any provision of these Second Amended and Restated Articles of Incorporation inconsistent with this ARTICLE IV, shall eliminate or reduce the effect of this ARTICLE IV in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this ARTICLE IV, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE V - FISCAL YEAR

The fiscal year of this Corporation shall be the calendar year, unless otherwise established by the Board of Directors.

ARTICLE VI- DURATION

The duration of the Corporation is perpetual, unless sooner liquidated or dissolved in accordance with law.

These Amended and Restated Articles of Incorporation were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders were sufficient for approval.

The undersigned has executed these Amended and Restated Articles of Incorporation this 19th day of December, 2012.

PALM BEACH MOTOR CARS LIMITED, INC.

By: Robert W. Simpson
Name: Robert W. Simpson
Title: President

H120000209466

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

That **PALM BEACH MOTOR CARS LIMITED, INC.**, a corporation organized under the laws of the State of Florida with its registered office, as indicated in these Amended and Restated Articles of Incorporation, at 1200 Brickell Avenue Suite 1900, Miami, FL 33131, has named **ERIC D. ISICOFF** as its agent to accept service of process within this state.

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for **PALM BEACH MOTOR CARS LIMITED, INC.** at the place designated in these Amended and Restated Articles of Incorporation, the undersigned agrees to act in this capacity, and agrees to comply with the provisions of Section 607.0505, Florida Statutes, relative to keeping open such office until such time as it shall notify the Corporation of its resignation.

Dated: December 18, 2012.

By: 

Eric D. Isicoff