

FILE NOW: FILING FEE AFTER MAY 1ST IS \$550.00

**FILED**  
**Mar 06, 1999 8:00 am**  
**Secretary of State**

03-06-1999 90115 033 \*\*\*150.00

PROFIT CORPORATION ANNUAL REPORT 1999



FLORIDA DEPARTMENT OF STATE  
**Katherine Harris**  
 Secretary of State  
 DIVISION OF CORPORATIONS

DOCUMENT # F98000004386

1. Corporation Name  
**CARMAX SPC, INC.**



Principal Place of Business: 225 CHASTAIN MEADOWS COURT KENNESAW GA 30144  
 Mailing Address: 225 CHASTAIN MEADOWS COURT KENNESAW GA 30144

DO NOT WRITE IN THIS SPACE

2. Principal Place of Business		2a. Mailing Address		3. Date Incorporated or Qualified	
21		26		08/03/1998	
Suite, Apt. #, etc.		Suite, Apt. #, etc.		4. FEI Number	
22		27		58-2397250	
City & State		City & State		5. Certificate of Status Desired	
23		28		<input type="checkbox"/> \$8.75 Additional Fee Required <input type="checkbox"/> \$5.00 May Be Added to Fees	
Zip		Zip		8. This corporation owes the current year Intangible Personal Property Tax.	
24		29		<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

9. Name and Address of Current Registered Agent				10. Name and Address of New Registered Agent			
CORPORATION SERVICE COMPANY 1201 HAYS STREET TALLAHASSEE FL 32301-2525				81 Name			
				82 Street Address (P.O. Box Number is Not Acceptable)			
				83			
				84 City			
				85 Zip Code			
				FL			

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE \_\_\_\_\_ DATE \_\_\_\_\_  
Signature, typed or printed name of registered agent and title if applicable. (NOTE: Registered Agent signature required when reinstating)

12. OFFICERS AND DIRECTORS		13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12	
TITLE	PSD	1.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	CHALIFOUX, MICHAEL T	1.2 NAME	
STREET ADDRESS	9950 MAYLAND DRIVE	1.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA 23233	1.4 CITY-ST-ZIP	
TITLE	TSD	2.1 TITLE	<input checked="" type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	DUNN, PHILIP J	2.2 NAME	Dunn, Philip J.
STREET ADDRESS	9950 MAYLAND DRIVE	2.3 STREET ADDRESS	
CITY-ST-ZIP	RICHMOND VA 23233	2.4 CITY-ST-ZIP	
TITLE	DCS	3.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	BROWNING, KEITH D	3.2 NAME	
STREET ADDRESS	4900 COX ROAD	3.3 STREET ADDRESS	
CITY-ST-ZIP	GLEN ALLEN VA 23060	3.4 CITY-ST-ZIP	
TITLE	D	4.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SORENSEN, PETER H	4.2 NAME	
STREET ADDRESS	TWO WALL STREET	4.3 STREET ADDRESS	
CITY-ST-ZIP	NEW YORK NY 10005	4.4 CITY-ST-ZIP	
TITLE	V	5.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME	SCHWARZ, ANGIE	5.2 NAME	
STREET ADDRESS	225 CHASTAIN MEADOWS COURT	5.3 STREET ADDRESS	
CITY-ST-ZIP	KENNESAW GA 30144	5.4 CITY-ST-ZIP	
TITLE		6.1 TITLE	<input type="checkbox"/> Change <input type="checkbox"/> Addition
NAME		6.2 NAME	
STREET ADDRESS		6.3 STREET ADDRESS	
CITY-ST-ZIP		6.4 CITY-ST-ZIP	

14. I hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address, with all other like empowered.

SIGNATURE: Philip J. Dunn PHILIP J. DUNN 2/18/99 (804) 527-4000  
Signature AND TYPED OR PRINTED NAME OF SIGNING OFFICER OR DIRECTOR Date Daytime Phone #

CR2E034 (1/98)

183440-90115-33  
F98000004386  
FEIN 58-2397250

**CarMax SPC, Inc.  
List of Officers**

Michael T. Chalifoux  
President / Secretary  
9950 Mayland Drive  
Richmond, VA 23233

Philip J. Dunn  
Treasurer / Assistant Secretary  
9950 Mayland Drive  
Richmond, VA 23233

Keith D. Browning  
Chief Financial Officer / Assistant Secretary  
9950 Mayland Drive  
Richmond, VA 23233

Angie Schwarz  
Vice President  
225 Chastain Meadows  
Kennesaw, GA 30144

**CarMax SPC, Inc.  
List of Directors**

Michael T. Chalifoux  
9950 Mayland Drive  
Richmond, VA 23233

Philip J. Dunn  
9950 Mayland Drive  
Richmond, VA 23233

Keith D. Browning  
4900 Cox Road  
Glen Allen, VA 23060

Peter H. Sorensen  
Two Wall Street  
New York, NY 10005