

# F99000005515

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(Requestor's Name)

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## TRANSMITTAL LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CARQUEST AUTO PARTS OF TITUSVILLE FL, INC.  
(Name of corporation)

**DOCUMENT NUMBER:** F99000005515

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

David H. Parrish  
(Name of person)

MANNING, FULTON & SKINNER, PA  
(Name of firm/company)

3605 Glenwood Avenue, Suite 500  
(Address)

Raleigh, North Carolina 27612  
(City/state and zip code)

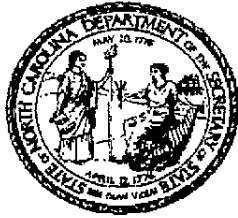
For further information concerning this matter, please call:

Ritchie W. Taylor at ( 919 ) 787-8880  
(Name of person) (Area code & daytime telephone number)

**Mailing Address:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**  
Amendment Section  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399





# NORTH CAROLINA

## Department of The Secretary of State

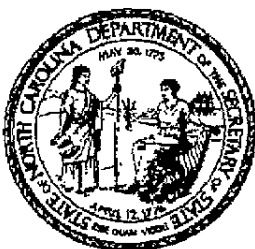
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To all whom these presents shall come, Greetings:

I, **ELAINE F. MARSHALL**, Secretary of State of the State of North Carolina, do hereby certify the following and hereto attached to be a true copy of

**ARTICLES OF RESTATEMENT  
OF  
BELLEVIEW FL, INC.**

the original of which is now on file and a matter of record in this office.



IN WITNESS WHEREOF, I have hereunto  
set my hand and affixed my official seal at the  
City of Raleigh, this 21st day of February, 2003

*Elaine F. Marshall*

Secretary of State

State of North Carolina  
Department of the Secretary of State

22 303 9064

ARTICLES OF RESTATEMENT  
FOR BUSINESS CORPORATION

SOSID: 0505929  
Date Filed: 11/1/2002 2:49:00 PM  
Elaine F. Marshall  
North Carolina Secretary of State

Pursuant to §55-10-07 of the General Statutes of North Carolina, the undersigned corporation hereby submits the following for the purpose of restating its Articles of Incorporation.

1. The name of the corporation is: CARQUEST AUTO PARTS OF TITUSVILLE FL, INC.
2. The text of the Restated Articles of Incorporation is attached.
3. These Restated Articles of Incorporation contain an amendment requiring shareholder approval, and shareholder approval was obtained as required by Chapter 55 of the North Carolina General Statutes.
4. The Restated Articles of Incorporation do not contain any amendment providing for an exchange, reclassification, or cancellation of issued shares.
5. These articles will be effective upon filing.

This the 4th day of October, 2002

CARQUEST AUTO PARTS OF TITUSVILLE FL, INC.

By: 

Name: CHARLES E. GARRISON

Title: Secretary

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to Section 55-10-07 of the General Statutes of North Carolina, the Corporation does hereby amend and restate its Articles of Incorporation:

### ARTICLE I

The name of the Corporation shall be BELLEVIEW FL, INC.

### ARTICLE II

The Corporation shall have the authority to issue Twenty Thousand (20,000) common shares which shall be composed of Eighteen Thousand (18,000) shares of Class A common stock having voting rights of One (1) vote per share and having a par value of Ten Dollars (\$10.00) per share, One Thousand (1,000) shares of Class B common stock having voting rights of Two (2) votes per share and having a par value of Ten Dollars (\$10.00) per share, and One Thousand (1,000) shares of Class C common stock having voting rights of One (1) votes per share and having a par value of Ten Dollars (\$10.00) per share. In all respects except as to voting rights, the Class A shares, Class B, and Class C shares shall hold all the same rights and privileges.

### ARTICLE III

The street address and county of the registered office of the Corporation is: 2635 Millbrook Road, Raleigh, Wake County, North Carolina 27604 and the name of the initial registered agent is: Charles E. Garrison.

The mailing address of the registered office is: P.O. Box 26006, Raleigh, North Carolina 27611.

### ARTICLE IV

No Director of the Corporation shall have personal liability arising out of an action whether by or in the right of the Corporation or otherwise for monetary damages for breach of any duty as a Director; provided, however, that the foregoing shall not limit or eliminate the personal liability of a Director with respect to (i) acts or omissions that the Director at the time of such breach knew or believed were clearly in conflict with the best interests of the Corporation, (ii) any liability under Section 55-8-33 of the North Carolina General Statutes or any successor provision, (iii) any

transaction from which the Director derived an improper personal benefit, or (iv) acts or omissions occurring prior to the date of the effectiveness of these Articles of Incorporation. As used in this Article, the term "improper personal benefit" does not include a Director's reasonable compensation or other reasonable incidental benefit for or on account of his service as a Director, officer, employee, independent contractor, attorney, or consultant of the Corporation.

Furthermore, notwithstanding the foregoing provision, in the event that Section 55-2-02(b)(3) or any other provision of the North Carolina General Statutes is amended or enacted to permit further limitation or elimination of the personal liability of the Corporation's Directors, such liability shall be limited or eliminated to the fullest extent permitted by the applicable law.

This Article shall not affect a charter or bylaw provision or contract or resolution of the Corporation indemnifying or agreeing to indemnify a Director against personal liability. Any repeal or modification of this Article shall not adversely affect any limitation hereunder on the personal liability of the Director with respect to acts or omissions occurring prior to such repeal or modification.

#### ARTICLE V

The number of Directors constituting the Board of Directors shall be Three (3) and the names and addresses of the persons who are to serve as Directors until the first meeting of the Shareholders or until their successors be elected and qualified are:

John W. Gardner  
2635 Millbrook Road  
Raleigh, NC 27604

Wayne D. Lavrack  
2635 Millbrook Road  
Raleigh, NC 27604

Charles E. Garrison  
2635 Millbrook Road  
Raleigh, NC 27604