# F99000005515

(Requestor's Name)		
(Address)		
(Address)		
(City/State/Zip/Phone #)		
PICK-UP WAIT MAIL		
(Business Entity Name)		
(Document Number)		
Certified Copies Certificates of Status		
Considerations to Filing Officer		
Special Instructions to Filing Officer:		





600012979486

02/28/03--01047--009 \*\*35.00 7

SECRETARY OF STATE ALLAHASSEE, FLORIDA

NC

### TRANSMITTAL LETTER

TO: Amendment Section Division of Corporations	·	
SUBJECT: CARQUEST AUTO PARTS OF TI	rusville fl, inc. f corporation)	
DOCUMENT NUMBER: F99000005515		
The enclosed Amendment and fee are submit	ted for filing.	
Please return all correspondence concerning t matter to the following:	his	
David H. Parrish (Name of person)	<del></del>	
MANNING, FULTON & SKINNER, PA (Name of firm/company)	- Company of the Comp	
3605 Glenwood Avenue, Sutie 500 (Address)		
Raleigh, North Carolina 27612 (City/state and zip code)	<del>and the second of the second </del>	
For further information concerning this matter, please call:		
Ritchie W. Taylor (Name of person)	at (919) 787-8880 (Area code & daytime telephone number)	
Amendment Section Division of Corporations P.O. Box 6327	Street Address: Amendment Section Division of Corporations 409 E. Gaines Street Tallahassee, FL 32399	

## PROFIT CORPORATION APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

## SECTION I (1-3 MUST BE COMPLETED)

	超 型
F9900005515	
Document Number of Corporation (If known)	ECHERAL OF ST
1 CARQUEST AUTO PARTS OF TITUSVILLE FL, IN	C TEST
(Name of corporation as it appears on the records of the Departmen	at of State)
2. North Carolina 3. October 27,	1999
(Incorporated under laws of) (Date authorize	d to do business in Florida)
SECTION II	
(4-7 COMPLETE ONLY THE APPLICABLE CHANGE	S)
4. If the amendment changes the name of the corporation, when was the change ef	fected under the laws of
its jurisdiction of incorporation? November 1, 2002	ali ing Pangananan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng Kabupatèn Banganan ng
5. BELLEVIEW FL, INC.  (Name of corporation after the amendment, adding suffix "corporation" "company" or "incorpo	orated." or appropriate abbreviation, if
not contained in new name of the corporation)	,
6. If the amendment changes the period of duration, indicate new period of duration	on.
(New duration)	
7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdi	iction.
(New jurisdiction)	<del></del>
$\rho \Delta$ .	
(Signature of the chairman or vice chairman of the board,	20.03 (Date)
president, or any officer, or if the corporation is in the hands of a receiver, trustee, or other court-appointed fiduciary, by that fiduciary)	
Charles E. Garrison Secretary	<b>7</b>
(Typed or printed name)	(Title)



## NORTH CAROLINA

## Department of The Secretary of State

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

## OF BELLEVIEW FL, INC.

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



Certification Number: 6672523-1 Page: 1 of 4 Ref.# 5837 Verify this certificate online at www.secretary.state.nc.us/Verification.

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

6 laine I. Marshall

Secretary of State

## State of North Carolina Department of the Secretary of State

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

22 303 9064

## ARTICLES OF RESTATEMENT FOR BUSINESS CORPORATION

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.

Ву:

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 Onc (1) vote per share and having a par value of Tcn 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 Tcn 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 Tcn 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

, b, · · ·

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