H19310

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200 N.W. ... Street
Port Charlotte, Florida 33952

Telephone ...

August 27, 1984

H19310

CORPORATE RECORDS BUREAU
Division of Corporations
Department of State
P. O. Box 6327
Tallahassee, Florida 32301

Attn: Mr. Joe Mynard

Re: Arcadia Chrysler Plymouth Dodge, Inc.

Dear Mr. Mynard:

Enclosed please find the original and a copy of the Articles of Incorporation of Arcadia Chrysler Plymouth Dodge, Inc. and Designation of Resident Agent and our check made payable to the Honorable George Firestone, Secretary of State, in the amount of $63.00. Please file the Articles and return a certified copy.

Yours very truly,

OLMSTED, SCHWARZ, KAHLE & CASANUEVA, P.A.

By: [signature]

GAK/jp
Enclosures

Name Availability	SD 8/31/84
Document Examiner	SD
Updater	SD
Verifier	SD
Acknowledgement	SD
W.P. Verifier	SD

EFFECTIVE DATE
Aug. 24, 1984

FILED
Aug 31 1 23 PM '84
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EFFECTIVE DATE
3-21-84

H19310

FILED

Dec 31 1 21 PM '84

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

ARCADIA CHRYSLER PLYMOUTH DODGE, INC.

ARTICLE I - NAME

The name of this corporation is ARCADIA CHRYSLER PLYMOUTH DODGE, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence, commencing on the date of execution and acknowledgement of these Articles.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States and the State of Florida; provided, however, this corporation shall not conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, State fair or exposition.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue seven thousand five hundred (7,500) shares of ONE DOLLAR ($1.00) par value common stock, which shall be designated "common shares".

ARTICLE V - PREFERENCE, LIMITATIONS AND RELATIVE RIGHTS OF SHARES OF CAPITAL STOCK

Section 1. Voting Rights. Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of outstanding common stock. At each election for directors, every shareholder entitled to vote at such election shall have the right to vote, in person, or by proxy, the number of shares owned by him for as many persons as there are directors to be elected at that time and for whose election he has a right to vote or to accumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

Section 2. Pre-emptive Rights. Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof as nearly as may be done without issuance of fractional shares at the price at which it is offered to others.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is Highway 17, Route 6, Box 1940, Arcadia, Florida 33821, and the name of the initial registered agent of this corporation at that address is ROY E. DIXON.

ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have four (4) directors initially. The number of directors may be increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and address of the initial directors of this corporation are:

J. ROBERT ANDERSON	128 W. Charlotte Avenue Port Charlotte, FL 33952
ROBERT M. ELLIOT	Rt. 4, Box 276 H Punta Gorda, FL 33950
ROY E. DIXON	1099 Olean Boulevard, N.E. Port Charlotte, FL 33952
WARREN GENTRY	1330 Wilmette Street, N.E. Port Charlotte, FL 33952

ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles is: ROBERT M. ELLIOT,

ARTICLE IX - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors and the shareholders; however, any By-Laws adopted by the shareholders, with specific provision providing that such By-Laws shall not be altered, amended or repealed by the Board of Directors, shall be effective to prevent such By-Laws being amended, altered or repealed by said Board of Directors.

ARTICLE X - GREATER VOTING REQUIREMENTS FOR SHAREHOLDERS WITH RESPECT TO MERGER, CONSOLIDATION, SALES OF SUBSTANTIAL ASSETS, AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The affirmative vote of seventy-five percent (75%) of the shares of this corporation entitled to vote thereon shall be required for the authorization of mergers, consolidations, sales of substantial assets of the corporation, and amendments to the Articles of Incorporation.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 24 day of August, 1984.

Signed in the presence of:

____

____

_______________________ (SEAL)
ROBERT M. ELLIOT

STATE OF FLORIDA
COUNTY OF CHARLOTTE

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared ROBERT M. ELLIOT, known to me and known by me to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 24 day of August, 1984.

My Commission Expires:
5-3-88

____
Notary Public

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

* * * * * * *

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

First - - That ARCADIA CHRYSLER PLYMOUTH DODGE, INC. desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation at Highway 17, Route 6, Box 1940, Arcadia, County of DeSoto, State of Florida, has named ROY E. DIXON, located at Highway 17, Route 6, Box 1940, Arcadia, County of DeSoto, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above-stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.

By: Roy E. Dixon
Roy E. Dixon

CORPORATION

ANNUAL REPORT

1985

Read Notice and Instructions on Other Side Before Making Entries

Filing Fee of $20 Required — Make Checks Payable To: *Secretary of State*

H19310 E
ARCADIA CHRYSLER PLYMOUTH DODGE, INC.
C/O ROY E. DIXON
HWY 17, RT 6, BOX 1940
ARCADIA, FL 33821

Date Incorporated or Qualified To Do Business in Florida: 05/31/1954

Federal Employer Identification Number: 59 2445204

	Names of Officers and Directors	Title	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers)	City and State
1	ANDERSON, J. ROBERT	D	128 W CHARLOTTE AVE	PT CHARLOTTE, FL
2	ELLIOT, ROBERT M.	D	RT 4, BOX 276 H	PUNTA GORDA, FL
3	DIXON, ROY E.	D	1099 OLEAN BLVD NE	PT CHARLOTTE, FL
4	~~GENTRY, WARREN~~	~~D~~	~~1330 WILMETTE ST NE~~	~~PT CHARLOTTE, FL~~
5				
6				

Registered Agent Information

Name and Address of Current Registered Agent:

DIXON, ROY E.
HWY 17, RT 6, BOX 1940
ARCADIA, FL 33821

Name and Address of New Registered Agent:

Name

Street Address (Do NOT Use P.O. Box Number)

City, State and Zip Code

SIGNATURE ________________________ DATE ________
(Registered Agent Accepting Appointment)

$3.00 additional fee required for Registered Agent changes.

Signature: Roy E. Dixon

Date: 5-29-85

ROY E. DIXON PRESIDENT 813-494-7775

$5 additional fee required for a Certificate of Status

DUE DATE ON OR AFTER JANUARY 1 DELINQUENT AFTER JULY 1 OF EACH YEAR

CORPORATION

ANNUAL REPORT

1986

FLORIDA DEPARTMENT OF STATE
Secretary of State
DIVISION OF CORPORATIONS

◄ Read Notice and Instructions on Other Side Before Making Entries ►

Filing Fee of $20 Required — Make Checks Payable To: *Secretary of State*

1. Name and Address of Corporation's Principal Office

H19310 2
ARCADIA CHRYSLER PLYMOUTH DODGE, INC.
C/O ROY E. DIXON
HWY 17, RT 6, BOX 1940
ARCADIA, FL 33821

If above Address is incorrect in any way, enter the correct address in item 2. Include Zip Code

2. Enter Change of Address of Corporation Principal Office. P.O. Box Number Alone is NOT Sufficient

Street Address 21

P.O. Box No. 22

City and State 23

Zip Code 24

Date Incorporated or Qualified to Do Business in Florida	Federal Employer Identification Number (FEIN)	Date of Last Report
08/31/1984	59-2448204	06/06/1985

Names and Street Addresses of Each Officer and Director, as of December 31, 1985

Names of Officers and Directors	Title 2	Street Address of Each Officer and Director (Do NOT Use Post Office Box Numbers) 3	City and State 4
ANDERSON, J. ROBERT	D	128 W CHARLOTTE AVE	PT CHARLOTTE, FL
ELLIOT, ROBERT M.	D	RT 4, BOX 276 H	PUNTA GORDA, FL
DIXON, ROY E.	D	1099 OLEAN BLVD NE	PT CHARLOTTE, FL

REGISTERED AGENT INFORMATION

7. Name and Address of Current Registered Agent

DIXON, ROY E.
HWY 17, RT 6, BOX 1940
ARCADIA, FL 33821

8. Name and Address of New Registered Agent

Name 41

Street Address (Do NOT Use P.O. Box Numbers) 42

City and State 43 FL.

Zip Code 44

Pursuant to the provisions of Sections 607.034 and 607.037, Florida Statutes, the above-named corporation, incorporated under the laws of the State of Florida, 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 resolution duly adopted by its board of directors on

I hereby accept the appointment of registered agent. I am familiar with and accept the obligations of Section 607.325 F.S.

SIGNATURE Roy E. Dixon DATE 3/17/86
(Registered Agent Accepting Appointment)

$3.00 additional fee required for Registered Agent changes.

See signature instructions under instructions on reverse side of this form

I Certify That I Am An Officer of the Corporation, the Receiver or Trustee Empowered to Execute This Report as Required by Chapter 607 F.S. I Further Certify That I Understand My Signature On This Report Shall Have the Same Legal Effects As If Made Under Oath.
Officer signing must be listed in Block 6.

Signature Roy E. Dixon

Date 3-17-86

ROY E. DIXON PRESIDENT 813-494-7775

$5 Additional Fee Required for a Certificate of Status