

H73986

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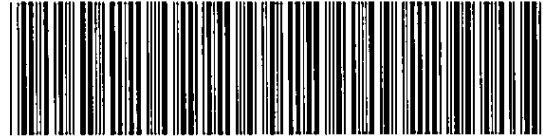
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MAY 10 2019
TALLAHASSEE, FLORIDA

2019 MAY -2 PM 4:48

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MAY 10 2019
T. LEMIEUX



KILLGORE, PEARLMAN, SEMANIE, DENIUS & SQUIRES, P.A.

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Sender's email address:
MSemanie@kpsds.com

April 30, 2019

Via US Mail

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Amended and Restated Articles of Incorporation of Action Nissan, Inc.

To Whom It May Concern:

Enclosed please find your cover letter, Amended and Restated Articles of Incorporation of Action Nissan, Inc. and check # 16228 in the amount of \$43.75 representing the filing fee and certified copy fee.

Sincerely,

Katie Yeager, FRP
Paralegal to Michael Semanie

/kly

Enclosures: As Noted.

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Action Nissan, Inc.

DOCUMENT NUMBER: H73986

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Michael A. Semanie
Name of Contact Person
Killgore, Pearlman, Semanie, Denius, & Squires, P.A.
Firm/ Company
2 South Orange Ave, 5th Floor
Address
Orlando, FL 32801
City/ State and Zip Code

msemanic@kpsds.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michael Semanie at (407) 425-1020
Name of Contact Person Area Code & Daytime Telephone Number

Enclosed is a check for the following amount made payable to the Florida Department of State:

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed) |
|--|--|--|--|

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

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ACTION NISSAN, INC.**

(Effective as of March 20, 2019)

FILED

2019 MAY -2 P 4:48

TALLAHASSEE, FLORIDA

Pursuant to Section 607.1007 of the Florida Business Corporation Act of the State of Florida, the undersigned, being the sole shareholder and sole director of Action Nissan, Inc., a Florida for profit corporation (hereinafter, the "Corporation"), desiring to amend and fully restate its Articles of Incorporation, does hereby certify:

FIRST: Articles of Incorporation of the Corporation were filed with the Secretary of State of Florida on September 3, 1985 with an effective date of August 29, 1985.

SECOND: These Amended and restated articles of incorporation were duly adopted by all of the directors and all of the holders the voting stock of the Corporation pursuant to section 607.1007 of the Florida Business Corporation Act on March 20, 2019.

THIRD: The text of the Articles of Incorporation are hereby amended and restated as herein set forth in full and shall supersede the original Articles of Incorporation.

**ARTICLE I
NAME**

The name of this Corporation is ACTION NISSAN, INC.

**ARTICLE II
DURATION**

This term of existence of the Corporation is perpetual.

**ARTICLE III
PURPOSE**

The Corporation may transact any and all lawful business for which corporations may be organized under the Florida Business Corporation Act.

**ARTICLE IV
PRINCIPAL OFFICE AND MAILING ADDRESSES**

The principal office and mailing address of the Corporation is 12801 S. Orange Blossom Trail, Orlando, FL 32837.

**ARTICLE V
CAPITAL STOCK**

The maximum number of shares that the Corporation is authorized to issue and have outstanding at any one time shall be 7,500 shares of one dollar (\$1.00) par value common stock. Each issued and outstanding share of Common Stock shall be entitled to vote on each matter submitted to a vote at a meeting of the shareholders. No preemptive rights have been granted to any shareholder of the Corporation.

**ARTICLE VI
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office shall continue to be 12801 S. Orange Blossom Trail, Orlando, FL 32837. The name of the Corporation's registered agent at that office shall continue to be William Nero.

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

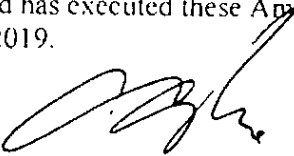
**ARTICLE VIII
MANAGEMENT OF CORPORATE AFFAIRS**

The Corporation shall have a board of directors of no less than one (1) director at any time.

**ARTICLE IX
INDEMNIFICATION**

The Corporation shall indemnify any present or former officer or director, or person exercising powers and duties of an officer or a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 20th day of March 2019.



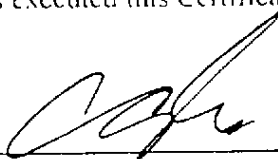
William Nero, President

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned submits the following statement in accepting and continuing to act under the designation as registered agent and registered office of Action Nissan, Inc., a Florida profit corporation (the "Corporation"), in the Corporation's Amended and Restated Articles of Incorporation

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the continued appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties, and the undersigned is familiar with and accepts the obligations of his position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 20th day of March 2019.



William Nero
Registered Agent