

**K 37984**

Florida Department of State  
Division of Corporations  
Public Access System

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H02000220420 2)))

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:  
Division of Corporations  
Fax Number : (850) 205-0380

From:  
Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

RECEIVED  
02 NOV -1 AM 10:26  
DIVISION OF CORPORATIONS

**BASIC AMENDMENT**

**COLLIER CHRYSLER, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 OCT 31 PM 4:45

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$43.75

*Restated Articles*

11/01/02

DC



FLORIDA DEPARTMENT OF STATE

Jim Smith  
Secretary of State

November 1, 2002

COLLIER CHRYSLER, INC.  
301 AIRPORT RD., S.  
NAPLES, FL 34104US

SUBJECT: COLLIER CHRYSLER, INC.  
REF: K37984

PLEASE ONE ORIGINAL SUBMISSION  
DATE AS FILE DATE.  
10/31/02

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

PLEASE LABEL THE ATTACHMENT "EXHIBIT A".

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6880.

Karen Gibson  
Document Specialist

FAX Aud. #: H02000220420  
Letter Number: 202A00059980

PLEASE ONE ORIGINAL SUBMISSION  
DATE AS FILE DATE.  
10/31/02

H02000220420

**RESTATED**  
**ARTICLES OF INCORPORATION**  
**OF**  
**COLLIER CHRYSLER, INC.**  
**(a Florida corporation)**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2002 OCT 31 PM 4:45

Pursuant to the provisions of §607.1007 of the Florida Business Corporation Act (the "Act"), the undersigned corporation adopts the following Restated Articles of Incorporation:

1. The name of this corporation is **COLLIER CHRYSLER, INC.**, Document #K37984 (the "Corporation").
2. The following Restated Articles of Incorporation were unanimously adopted by all of the Directors and Shareholders (the number of votes cast being sufficient for approval) of the Corporation, on October 30, 2002, in the manner prescribed by Sections 607.0704, 607.0821, 607.1003 and 607.1006 of the Act.
3. The shares of the issued and outstanding common stock of the Corporation in existence immediately prior to the filing of the following Restated Articles of Incorporation with the Department of State of the State of Florida shall be reclassified into Two Thousand (2,000) Shares of Class A Voting Common Stock, with \$0.075 par value per share, and Ninety-Eight Thousand (98,000) Shares of Class B Non-Voting Common Stock, with \$0.075 par value per share, without any action on the part of the holders thereof. The sole Shareholder of record shall surrender all of his or her certificates formally representing the common stock of the Corporation. Upon the surrender to the Corporation of all such certificates, the sole Shareholder shall receive Two Thousand (2,000) Shares of the Class A Voting Common Stock, with \$0.075 par value per share, and Ninety-Eight Thousand (98,000) Shares of the Class B Non-Voting Common Stock, with \$0.075 par value per share, of the Corporation. The provisions of this paragraph are provided in accordance with Section 607.1006(1)(c) of the Act.
4. The following Restated Articles of Incorporation supersede the original articles of incorporation and all amendments to such articles:

**"ARTICLE I**  
**NAME**

The name of the corporation is **COLLIER CHRYSLER, INC.** (the "Corporation").

**ARTICLE II**  
**PRINCIPAL OFFICE**

The address of the principal office and the mailing address of the Corporation is 301 Airport Road South, Naples, Florida 34104.

H02000220420

H02000220420

**ARTICLE III**  
**SHARES**

The capital stock authorized, the par value thereof, and the characteristics of such stock shall be as follows:

<u>Number of Shares</u>	<u>Par Value</u>	
<u>Authorized</u>	<u>Per Share</u>	<u>Stock</u>
2,000	\$0.075	Class A Common
98,000	\$0.075	Class B Non-Voting Common

The holders of the Class A Voting Common Stock and the holders of the Class B Non-Voting Common Stock shall have identical rights with respect to: (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Non-Voting Common Stock shall not be entitled to vote on any matter submitted for consideration or approval by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in the Florida Business Corporation Act).

The shares of the issued and outstanding common stock of the Corporation in existence immediately prior to the filing of these Restated Articles of Incorporation with the Department of State of the State of Florida, all of which are held by a sole Shareholder, shall be reclassified into Two Thousand (2,000) Shares of Class A Voting Common Stock, with \$0.075 par value per share, and Ninety-Eight Thousand (98,000) Shares of Class B Non-Voting Common Stock, with \$0.075 par value per share, without any action on the part of the holder thereof, on the terms and subject to the conditions set forth in the Plan of Recapitalization attached hereto as Exhibit "A."

**ARTICLE IV**  
**DIRECTORS**

The Board of Directors of the Corporation shall consist of at least one director, with the exact number to be fixed from time to time in the manner provided in the Corporation's Bylaws.

**ARTICLE V**  
**REGISTERED OFFICE AND AGENT**

The street address of the Corporation's registered office is 301 Airport Road South, Naples, Florida, 34104, and the name of the Corporation's registered agent at that office is **THOMAS W. LIEBIG**."

[Signature Appears on the Following Page]

H02000220420

H02000220420

The undersigned President of the Corporation has executed these Restated Articles of Incorporation as of the 30<sup>th</sup> day of October, 2002.

COLLIER CHRYSLER, INC., a Florida  
corporation

By:   
THOMAS W. LIEBIG, President

H02000220420

H02000220420

EXHIBIT A  
PLAN OF RECAPITALIZATION  
OF  
COLLIER CHRYSLER, INC.

This Plan of Recapitalization (this "Plan") is adopted by the Board of Directors of COLLIER CHRYSLER, INC., a Florida corporation (the "Corporation"), as of the 30<sup>th</sup> day of October, 2002.

I

PRESENT CAPITALIZATION

The authorized capital stock of the Corporation is Seven Thousand Five Hundred (7,500) shares of common stock, with \$1.00 par value per share (the "Common Stock"), of which Seven Thousand Five Hundred (7,500) shares are issued, fully paid, and outstanding.

II

THE PROPOSED PLAN OF RECAPITALIZATION

2.1 The Recapitalization.

(a) Subject to the terms and conditions of this Plan, at the Effective Time (as such term is defined in Section 2.1(b) hereof), each share of Common Stock will be reclassified (the "Reclassification") in the manner set forth in Section 2.2 hereof in exchange for the Recapitalization Consideration (as such term is defined in Section 2.3(b) hereof).

(b) The Reclassification shall become effective upon the filing of the Restated Articles of Incorporation of the Corporation (the "Restated Articles") with the Department of State of the State of Florida in accordance with the provisions of Section 607.1007 of the Florida Business Corporation Act (the "Act"). The date and time when the Reclassification shall become effective is herein referred to as the "Effective Time."

2.2 Reclassification of Stock. At the Effective Time, the authorized, issued and outstanding shares of Common Stock shall, without any action on the part of the holder thereof, be reclassified as, and converted into, the right to receive: (i) Two Thousand (2,000) fully paid and nonassessable shares of Voting Common Stock, with \$0.075 par value per share, of the Corporation ("Class A Stock"); and (ii) Ninety-Eight Thousand (98,000) fully paid and nonassessable shares of Non-Voting Common Stock, with \$0.075 par value per share, of the Corporation ("Class B Stock"). The holders of Class A Stock and Class B Stock shall have identical rights with respect to: (i) distributions from the Corporation; (ii) the liquidation of the Corporation; and (iii) all other matters affecting the Corporation, except that the holders of the Class B Stock shall not be entitled to vote on any matter submitted for consideration or approval

H02000220420

H02000220420

by the shareholders of the Corporation, whether by vote, written consent or otherwise (except as otherwise provided in the Act).

### 2.3 The Exchange.

(a) Upon the surrender to the Corporation of a certificate or certificates formally representing the Common Stock, the sole Shareholder shall receive Two Thousand (2,000) shares of the Class A Stock and Ninety-Eight Thousand (98,000) shares of the Class B Stock, all in accordance with Section 2.2 hereof.

(b) The Class A Stock and the Class B Stock are sometimes referred to herein as the "Recapitalization Consideration."

(c) Articles of Incorporation of the Corporation. The Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated, at the Effective Time in the manner set forth in the Restated Articles, and as so amended and restated, shall be the Articles of Incorporation of the Corporation until thereafter amended as provided therein and in accordance with the Act.

2.4 Bylaws of the Corporation. The Bylaws of the Corporation, as in effect immediately prior to the Effective Time, shall be amended and restated at the Effective Time in the manner set forth in the Amended and Restated Bylaws of the Corporation attached as an exhibit hereto (the "Amended and Restated Bylaws"), and as so amended and restated, shall be the Bylaws of the Corporation until thereafter amended as provided therein and in accordance with the Articles of Incorporation of the Corporation or the Act.

## III

### CONDITIONS PRECEDENT

3.1 Conditions Precedent to Consummation of the Reclassification. The consummation of the transactions contemplated by this Plan (collectively, the "Recapitalization") is subject to the satisfaction or waiver (subject to applicable law) of each of the following conditions:

(a) Approval of the Plan. The approval of this Plan and all actions contemplated by this Plan that require the approval of the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

(b) Approval of the Articles. The approval of the Restated Articles by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

H02000220420

H02000220420

(c) Approval of the Bylaws. The approval of the Amended and Restated Bylaws by the Corporation's shareholders and directors shall have been obtained in accordance with the Act and the Articles of Incorporation and Bylaws of the Corporation.

The Corporation, pursuant to authority duly given by its Board of Directors, has caused this Plan to be duly executed by its president and attested by its secretary.

COLLIER CHRYSLER, INC., a Florida  
corporation

By: Thomas W. Liebig  
THOMAS W. LIEBIG, President

Attest:

Harold E. Krout, Jr.  
HAROLD E. KROUT, JR., Secretary

H02000220420