

P00000026692

WOODBURN S. WESLEY, JR.  
BOARD CERTIFIED  
CIVIL TRIAL LAWYER  
WORKERS' COMPENSATION

*Law Offices of*  
**WOODBURN S. WESLEY, JR.**  
*and Associates*

88 NE EGLIN PAREWAY  
FT. WALTON BCH., FL 32548  
(850) 244-0999  
FAX (850) 244-0973

MICHAEL V. MCGRAIL  
PERSONAL INJURY  
WORKERS' COMPENSATION  
SOCIAL SECURITY DISABILITY

March 8, 2000

Division of Corporations  
409 East Gaines Street  
Tallahassee, FL 32301

400003164564--7  
-03/10/00--01005--002  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir/Madam:

Please find enclosed the Original and a copy of the Articles of Incorporation of White Sands Auto Sales of Northwest Florida, Inc. for filing.

I have also enclosed this firms check number 2163 in the amount of \$78.75 for the filing fee and fee to obtain a certified copy of the Articles.

I have enclosed a self addressed envelope for your convenience.

If you have any questions, please do not hesitate to contact me.

Sincerely,

*Monique M. Bencivenga*

Monique M. Bencivenga

Paralegal to:

Woodburn S. Wesley, Esquire

FILED  
00 MAR 10 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

3-16  
ac

ARTICLES OF INCORPORATION

OF

WHITE SANDS AUTO SALES OF NORTHWEST FLORIDA, INC.

The undersigned natural persons, at least eighteen (18) years of age, for the purpose of forming a corporation for profit, pursuant to the provisions of Chapter 607, Florida Statutes, do hereby certify to the following:

ARTICLE I - NAME

The name of this corporation is WHITE SANDS AUTO SALES OF NORTHWEST FLORIDA, INC.

ARTICLE II - DURATION

This corporation shall have perpetual existence unless sooner dissolved by law.

ARTICLE III - PURPOSE

This corporation is organized for the purpose of any and all lawful business as permitted by law.

ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ONE THOUSAND (1000) shares on ONE DOLLAR (\$1.00) par value common stock.

FILED  
00 MAR 10 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

#### ARTICLE V - PRE-EMPTIVE RIGHTS

If the holder of any share or shares of the stock of this corporation desires to dispose of the same of any part thereof, he shall not transfer or otherwise dispose of the same to any person unless and until he has first given the corporation the right to purchase said stock at book value or in the event the holder of said stock has a valid offer by a third party who is not a stockholder, then the corporation may purchase such stock provided the corporation is willing to pay same amount as Seller's best offer. Said notice shall be given in writing by the person desiring to dispose of such stock to the corporation and the corporation shall have fifteen (15) days in which to exercise its right to purchase. In the event that the corporation fails to exercise its right to purchase, such holder of any share or shares of the capital stock desiring to dispose of the same to any person unless and until he has first given the stockholders of the corporation the right to purchase the same as herein provided. The stockholder so desiring to dispose of all or any part of his stock shall give written notice of such desire to each of the other stockholders of the corporation at their addresses as shown on the books of the corporation stating the number of shares he desires to sell. Each of the other stockholders shall be entitled to purchase an equal amount of the stock so offered for sale at book value unless there is a valid offer for the stock. In that event, the price shall be that of the valid offer. The stockholder shall then be entitled to purchase the stock provided the stockholder is willing to pay same amount as Seller's best offer within fifteen

(15) days after the service of such notice upon the last stockholder to be served. In the event that one or more of the stockholders does not desire to purchase his share of the stock offered for sale, his or their right to purchase shall inure to the benefit of the remaining other stockholders. In such notice to exercise their option to purchase the stock offered for sale, the other stockholders shall state the amount of such stock which they desire to purchase; and upon receipt of such notice of intention to purchase, the stockholder offering the stock for sale shall forthwith sell, assign, transfer and set over his share of stock to the stockholder or stockholders to whom the shares are so transferred in the proportionate amount requested by each, and the stockholders to whom the shares are so transferred shall at the same time pay to the Seller as and for the purchase price thereof all sums agreed to.

In the event that any one of the other stockholders desires to exercise his option to purchase as provided herein, such other stockholder shall have the right to purchase the entire amount of stock offered for sale. In the event that two of the other stockholders elect to purchase only a portion of the stock to which he is entitled, the remaining other stockholders shall have the right to purchase the balance of the stock to which he is entitled.

In the event that neither the corporation nor any of the stockholders elect to purchase such stock offered for sale, the holder thereof may sell and transfer the same within three (3) months from the date of giving such notice to such person at such

price as he may see fit. Said person or persons acquiring the same shall in his or their turn, hold such stock again subject to all the terms and conditions herein contained. If such sale shall be made again without giving notice and offering to the corporation and the other stockholders as herein provided.

#### ARTICLE VI - INITIAL CAPITAL STOCK

The amount of capital stock to which this corporation shall begin business is ONE THOUSAND AND NO/100 DOLLARS (\$1,000.00).

#### ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

88 Eglin Parkway, NE  
Fort Walton Beach, Florida 32548

and the name of the initial registered agents of this corporation at that address is:

Woodburn S. Wesley, Jr., Esquire

#### ARTICLE VIII - WAIVER OF NOTICE

Any action of the stockholders of this corporation may be taken without a meeting if consent in writing, setting forth entitled to vote upon such action at a meeting and filed with the Secretary of the corporation as part of the corporate records. Such consent shall have the same force and effect as a unanimous vote of the stockholders.

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared, Ellen M. Tunstall, to me known to be the person described as Subscribers in and who executed the foregoing Articles of Incorporation and he acknowledged to and before me that she subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of March, 2000.  
~~February~~

(Seal)



Monique Bencivera  
NOTARY PUBLIC  
My Commission Expires:

STATE OF FLORIDA

COUNTY OF OKALOOSA

I HEREBY CERTIFY that on this day before me, a Notary Public, duly authorized to take acknowledgements, personally appeared, Carolyn D. Arney, to me known to be the person described as Subscribers in and who executed the foregoing Articles of Incorporation and she acknowledged to and before me that she subscribed the same for the purposes therein expressed.

WITNESS my hand and official seal this 7th day of March, 2000.  
~~February~~

(Seal)



Monique Bencivera  
NOTARY PUBLIC  
My Commission Expires:

ARTICLE IX - INITIAL BOARD OF DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be either increased or decreased from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial directors of this corporation are as follows:

Russell Arney  
33 N. E. Racetrack Road  
Fort Walton Beach, FL 32547

Carolyn D. Arney  
33 N.E. Racetrack Road  
Fort Walton Beach, FL 32547

Ellen M. Tunstall  
33 N.E. Racetrack Road  
Fort Walton Beach, FL 32547

ARTICLE X - SUBSCRIBERS

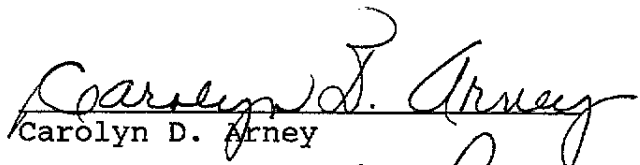
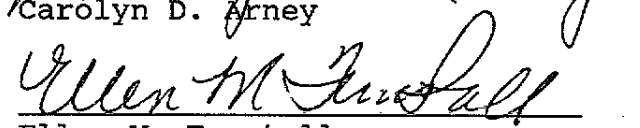
The names and addresses of the persons signing these Articles of Incorporation are as follows:

Ellen M. Tunstall  
33 N.E. Racetrack Road  
Fort Walton Beach, FL 32547

Carolyn D. Arney  
33 N.E. Racetrack Road  
Fort Walton Beach, FL 32547

ARTICLE XI - BY-LAWS

The power to adopt, alter and amend or repeal the By-Laws shall be vested in the Board of Directors and Shareholders.

  
Carolyn D. Arney  
  
Ellen M. Tunstall

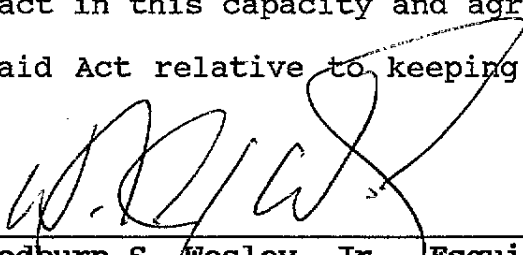
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR  
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS  
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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

FIRST - That WHITE SANDS AUTO SALES OF NORTHWEST FLORIDA, INC., a Florida Corporation, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, Okaloosa County, State of Florida, has named Woodburn S. Wesley, Jr, Esquire, located at 88 Eglin Parkway, NE, Fort Walton Beach, Florida 32548, as its agent to accept service of process within this State.

**ACKNOWLEDGEMENT**

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

  
Woodburn S. Wesley, Jr., Esquire

FILED  
00 MAR 10 AM 8:59  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA