

PO00000052007

Page 1 of 1

S886-28230

GJH

Florida Department of State
Division of Corporations
Public Access System
Katherine Harris, Secretary of State

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.

((H00000028958 7)))

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) 922-4001

From:

Account Name : BOOSE, CASEY, CIRLIN, ET AL
Account Number : 076376001447
Phone : (561) 832-5900
Fax Number : (561) 833-4209

FILED
00 MAY 26 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA PROFIT CORPORATION OR P.A.

Schumacher Automotive Group, Inc.

Certificate of Status	1
Certified Copy	0
Page Count	05
Estimated Charge	\$78.75

Electronic Filing Menu

Corporate Filing

Public Access Help

FILED
00 MAY 26 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
H000000289587

ARTICLES OF INCORPORATION
OF
SCHUMACHER AUTOMOTIVE GROUP, INC.

The undersigned subscriber, for the purposes of forming a corporation for profit under Chapter 607 of the laws of the State of Florida, hereby subscribes to, acknowledges and files the following Articles of Incorporation.

ARTICLE I
Name and Address

The name and address of the proposed corporation shall be SCHUMACHER AUTOMOTIVE GROUP, INC., located at 3031 Okeechobee Blvd, West Palm Beach, Florida 33409.

ARTICLE II
Duration

This corporation shall commence existence on the date of the execution and acknowledgment of these Articles if permitted by law; if not, then on the date of filing. This corporation shall exist perpetually thereafter, unless sooner dissolved according to law.

ARTICLE III
Purpose

This corporation is formed for the following purposes and shall have the following powers:

1. To acquire, retain, invest, exchange, purchase, sell, lease (as either lessee or lessor), borrow, mortgage, pledge, transfer, convey, develop, manage, or otherwise deal in real and personal property within or without the State of Florida, and to conduct, carry on, engage in, within or without the United States of America, any businesses incidental thereto and shall have such powers as trustee, promoter, incorporator, agent, shareholder, partner, member, associate, manager, and/or licensee, of any corporation, partnership, joint venture trust and/or other enterprise.

2. To do everything necessary, proper, or convenient for the accomplishment of the purposes set forth herein, and to do every other act incidental thereto which is not forbidden under the laws of the United States of America, the State of Florida, or by the provisions of these Articles of Incorporation.

H000000289587

ARTICLE IV
Capital Stock

This Corporation is authorized to issue Ten Thousand (10,000) shares of One and No/100 Dollars (\$1.00) par value capital stock, which shall be designated as "common shares". The issuance and transfer of stock of the Corporation shall be restricted by any shareholder's agreement entered into and made effective by and among the holders of issued and outstanding common shares of the Corporation. All common shares shall have the same rights to distribution and liquidation proceeds of the Corporation but shall not have identical rights with regard to voting.

Five Thousand (5,000) shares of the common shares of One and No/100 Dollars (\$1.00) par value capital stock shall have voting rights, which shares shall be designated "voting common shares." Except as otherwise specifically provided by the laws of the State of Florida, the sole and exclusive right of voting on all corporate matters, including, without limitation, any election, meeting, consent or waiver of notice, shall be in the holders of issued and outstanding voting common shares.

Five Thousand (5,000) shares of the common shares of One and No/100 Dollars (\$1.00) par value capital stock shall have no voting rights, which shares shall be designated "non-voting common shares." Except as otherwise specifically provided by the laws of the State of Florida, the holders of issued and outstanding non-voting common shares are not to be considered shareholders for the purposes of any election, meeting, consent or waiver of notice and shall not be entitled to notice of any meetings of the shareholders of the Corporation; provided, however, that such voting power and right to notice of any meeting of the shareholders shall automatically vest in the owners and holders of issued and outstanding non-voting common shares at such times as there is no voting common shares issued and outstanding.

In the event of the liquidation, dissolution or winding up of the affairs of the Corporation, whether voluntary or involuntary, the total net assets of the Corporation remaining after the payment of all debts and obligations of the Corporation shall be distributed equally to each owner and holder of issued and outstanding common shares without preference whatsoever and regardless of whether said holder is the owner of voting common shares or nonvoting common shares.

All the shares of such common stock shall be paid for in cash, or property, real or personal, tangible, intangible, or the lease thereof, or in labor or services in lieu of cash or property, at a just valuation to be fixed by the Board of Directors of this Corporation unless otherwise forbidden by the laws of the State of Florida. The payment thereof does not have to be at the time of issuance, provided such shares are subject to calls thereon by the Corporation until such time as the whole consideration therefore shall have been paid.

ARTICLE V

Initial Registered Office and Agent

The street address of the initial registered office of this corporation is 3031 Okeechobee Boulevard, West Palm Beach, Florida 33401.

The name of the initial registered agent of this corporation at that address is CHARLES A. SCHUMACHER.

ARTICLE VI

Initial Board of Directors

This corporation shall have at least one director. The number of directors may be either increased or diminished from time to time by amendment to the Bylaws adopted by the stockholders. At any time after incorporation, the stockholders may, by a majority vote, determine that the corporation be managed by the stockholders.

ARTICLE VII

Subscriber/Incorporator

The name and address of the person signing these Articles as subscriber/incorporator is :

Charles A. Schumacher

3031 Okeechobee Boulevard
West Palm Beach, Florida 33401

ARTICLE VIII

Bylaws

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida and the United States of America, the Board of Directors is expressly authorized to frame and adopt any such Bylaws for the corporation as are not inconsistent with the laws of the State of Florida or the United States of America or these Articles of Incorporation. With the exception of fixing the number of directors of the corporation, the Board of Directors is expressly authorized, without the assent of the stockholders, to add to, delete from or otherwise amend the Bylaws of the corporation.

ARTICLE IX

Indemnification and Limitation of Liability

The corporation shall indemnify any officer or director, or any former officer or director of the corporation, to the full extent permitted by law. The private property of the stockholders shall not, unless otherwise provided by law, be subject to the payment of the corporate debts to any extent

whatsoever. The corporation shall have a first lien on the shares of its stockholders and upon dividends due them for any indebtedness of such stockholders to the corporation.

ARTICLE X
Working Capital

The Board of Directors shall have the authority to fix any amount which in its discretion need be reserved as working capital of the corporation.

ARTICLE XI
Amendment

The corporation reserves the right to amend, add to, or repeal a provision contained in these Articles of Incorporation in the manner consistent with law and in conformity with the provisions set forth in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the original incorporator hereinbefore named, for the purpose of forming a corporation for profit to do business both within and without the State of Florida, under the laws of the State of Florida, makes and files these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true this 26th day of May, 2000.


CHARLES A. SCHUMACHER

FILED
MAY 26 PM 4:20
CLERK OF THE COURT
STATE OF FLORIDA

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in these Articles, the undersigned hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of his duties.


CHARLES A. SCHUMACHER

ESN: HAWPDOCS/SCHUMACH.GENART.INC