

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

PO00000116219

Berham Motor Company, Inc.

000003468410--0
-11/17/00--01033--005
*****78.75 *****78.75

- FILED RECEIVED**
NOV 29 PM 2:28
NOV 17 AM 10:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
- ☒ Art of Inc. File
 - ☐ LTD Partnership File
 - ☐ Foreign Corp. File
 - ☐ L.C. File
 - ☐ Fictitious Name File
 - ☐ Trade/Service Mark
 - ☐ Merger File
 - ☐ Art. of Amend. File
 - ☐ RA Resignation
 - ☐ Dissolution / Withdrawal
 - ☐ Annual Report / Reinstatement
 - ☒ Cert. Copy
 - ☐ Photo Copy
 - ☐ Certificate of Good Standing
 - ☐ Certificate of Status
 - ☐ Certificate of Fictitious Name
 - ☐ Corp Record Search
 - ☐ Officer Search
 - ☐ Fictitious Search
 - ☐ Fictitious Owner Search
 - ☐ Vehicle Search
 - ☐ Driving Record
 - ☐ UCC 1 or 3 File
 - ☐ UCC 11 Search
 - ☐ UCC 11 Retrieval
 - ☐ Courier

Signature

Requested by:

Name

Date

Time

Walk-In

Will Pick Up

W-27444

T. SMITH NOV 29 2000



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

November 17, 2000

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST., #1
TALLAHASSEE, FL 32301

SUBJECT: BENHAM MOTOR COMPANY, INC.
Ref. Number: W00000027444

We have received your document for BENHAM MOTOR COMPANY, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of 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) 487-6929.

Joey Bryan
Document Specialist

Letter Number: 800A00059277

Corrected

RECEIVED
CC NOV 29 PM 12:25
11/29/00

Benham Motor Company

6115 14th Street West, Bradenton, FL 34207 • Phone: (941) 739-6004 • Fax: (941) 739-5920

November 18, 2000

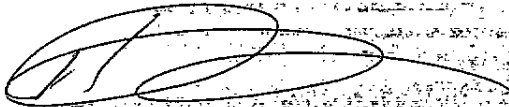
Richard Lee, PA
240 N Washington Blvd, Ste 200
Sarasota, FL 34236

Dear Mr Lee:

I, H. Paul Benham, Jr, incorporator of Benham Motor Co, Inc, have no intention of reinstating corporation #P99000055358.

I give myself permission to reuse the name Benham Motor Company, Inc.

Sincerely,



H Paul Benham, Jr
President

HPB/smp

**ARTICLES OF INCORPORATION
OF
BENHAM MOTOR COMPANY, INC.**

BY THIS INSTRUMENT, I, H. PAUL BENHAM, JR., do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges as corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be:

Benham Motor Company, Inc.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

Each shareholder of any case of stock of this corporation shall be entitled to full preemption rights to purchase any unissued, newly issue, or treasury shares of the corporation and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire share of any such unissued, newly issued, or treasury shares.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than One Thousand (\$1000.00) Dollars.

FILED
00 NOV 29 PM 2:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE VI

The street address of the initial registered office of this corporation is **240 N. Washington Blvd., Suite 200, Sarasota, Florida 34236**, and the name of the initial registered agent of this corporation at that address is **Richard V. Lee**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the corporation's principal office is **6115 14th Street West, Bradenton, Florida 34207**.

ARTICLE VII

This corporation shall have 1 director initially. The number of directors of this corporation may be increased or decreased from time to time by the By-Laws of this corporation, but which number of directors shall never be less than one.

ARTICLE VIII

The name and post office address of the member of the Board of Directors of this corporation, of whom shall hold office until the organizational meeting or until their successor is duly elected and qualified is:

**H. Paul Benham, Jr.
6115 14th Street West
Bradenton, Florida 34207**

ARTICLE IX

The incorporator of the Articles of Incorporation, together with his address is:

**H. Paul Benham, Jr.
6115 14th Street West
Bradenton, Florida 34207**

ARTICLE X

The shareholders shall have pre-emptive rights such that after the sale in connection with the organizational meeting, the corporation shall sell no voting stock without first having offered to sell to all existing shareholders such additional voting stock as shall be necessary for that shareholder to purchase to maintain the same relative percentage ownership of voting stock of that shareholder to all issued and outstanding voting stock before the sale as after the sale.

ARTICLE XI

These Articles of Incorporation may be amended in a manner provided therefore by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stockholder of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The By-Laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the By-Laws

of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto; The number and nature of the office may be increased, deleted or changed by the By-Laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 30th day of October, 2000.

Signed, sealed and delivered
in the presence of:

Christina M. Lee
Witness
[Signature]
Witness

[Signature]
H. PAUL BENHAM, JR., Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared H. PAUL BENHAM, JR., who produced a driver's license for identification or who is personally known to me, and who upon first being duly sworn, deposed and said that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 30th day of October, 2000.

Christina M. Lee
Notary Public

My Commission Expires:



**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED AND THE
PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THE STATE OF FLORIDA**

Pursuant to Section 48.091 and Section 607.325, Florida Statutes, the following is submitted in compliance with said sections.

Benham Motor Company, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Tallevast, County of Manatee, State of Florida, has named **Richard V. Lee** as its registered agent to accept service of process within this state, who is located at the following registered office: **240 N. Washington, Blvd., Suite 200, Sarasota, Florida 34236.**

ACKNOWLEDGMENT AND ACCEPTANCE:

Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of said section relative to keeping open the registered office.

STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority did personally appear **Richard V. Lee**, who produced driver's licenses for identification or is personally known to me, and who upon first being duly sworn, acknowledged before me that he consents to serve as registered agent of **Benham Motor Company, Inc.** at the following address: **240 N. Washington Blvd., Suite 200, Sarasota, Florida 34236**

Christine M. Lange
Witness

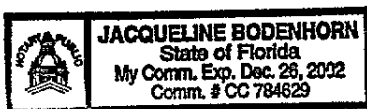
Richard V. Lee
Richard V. Lee, as Registered Agent

[Signature]
Witness

WITNESS my hand and official seal on 15th day of NOVEMBER ~~October~~, 2000.

Jacqueline Boden
Notary Public

My Commission Expires:



FILED
00 NOV 29 PM 2:28
SECRETARY OF STATE
TALLAHASSEE FLORIDA