

December 11, 2000

P00000115648

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

Re: Articles of Incorporation for: Master Lube of Hernando, *Inc*

To Whom It May Concern:

Enclosed herewith is a check in the amount of \$78.75 to defray the incorporation costs for the enclosed Articles of Incorporation for Master Lube of Hernando.

Please return the Articles of Incorporation to this office upon successful filing.

Please contact our office if there are questions regarding this matter.

Sincerely,

Cynthia A. Russano

Cynthia A. Russano
5140 Emerson Road
Brooksville, Fl. 34601
Tel: (352) 797-0070

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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*****78.75 *****78.75

Robert

GAVE

AUTHORIZATION BY PHONE TO
CORRECT corp. suffix
DATE 12-19-00
DOC. EXAM gj

W-29629
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

Of

MASTER LUBE OF HERNANDO, INC.

The undersigned acting as the Incorporator under Florida Business Corporation Act,
adopt(s) the following articles of incorporation for such corporation:

ARTICLE I - CORPORATE NAME

The Name of the corporation is: MASTER LUBE OF HERNANDO, INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida Law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business
permitted under the laws of the United States and Florida.

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share.

ARTICLE V - MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The power of this Corporation shall be exercised, its properties controlled and its affairs conducted by a Board of Directors consisting of not less than two (2) persons and not more than ten (10) persons. The initial number of Directors of the Corporation shall be four (4), provided, however, that such number may be changed pursuant to the Bylaws duly adopted by the Board. At all times the member of the Board of Directors shall consist of an even number and shall be divided as equally as the number of Directors will permit into two (2) classes: Class 1, Class 2.

The term of office for all Directors shall be two (2) years except for the term of office of the initial Class 1 Director shall expire at the annual meeting next ensuing, the term of office of the initial Class of Director(s) shall expire two (2) years thereafter.

1 The name and address of such initial members of the Board of Directors are as follows:

3 NAME: CYNTHIA A. RUSSANO (Class 1)

4 ADDRESS: 5140 Emerson Road

5 CITY: Brooksville, Fl. 34601

6 PHONE: (352) 797-0070

8 NAME: ROBERT L. RUSSANO (Class 2)

9 ADDRESS: 5140 Emerson Road

10 CITY: Brooksville, Fl. 34601

11 PHONE : (352) 797-0070

13 It is the intent of these Articles that, at all times hereafter, the Directors shall be classified
14 as to term of office in the manner herein above provided for in the initial Board, so that, as nearly
15 as the number of Directors will permit, one-half of the Directors of this Corporation shall be
16 elected at each annual meeting of the Corporation.

17
18 Any action required or permitted to be taken by the Board of Directors under any
19 provision of law may be taken without a meeting, if a majority of members of the Board shall
20 individually or collectively consent in writing to such action. Such written consent or consents
21 shall be held with the minutes of the proceedings of the Board, and any such action by written
22 consent shall have the same force and effect as if taken by vote of the Directors. Any certificate
23 or other document filed under any provision of law which relates to actions so taken shall state
24 that the action was taken by written consent of the Board of Directors without a meeting. Such a
25 statement shall be prima facie evidence of such authority.

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2 **B. Corporate Officers.** The Board of Directors shall elect the following officers:
3 President, Vice President, Secretary and Treasurer, and such other officers as the Bylaws of the
4 Corporation may authorize the Directors to elect from time to time. Initially, such officers shall
5 be elected at the first annual meeting of the Board of Directors. Until such election is held, the
6 following persons shall serve as corporate officers:
7

<u>Title</u>	<u>Name</u>
President	
Vice President	
Treasurer	
Secretary	

13 **ARTICLE VI - INITIAL PRINCIPLE OFFICE**

14 The principal place of business and mailing address of this corporation shall be:

15 Principle Place of Business:

16 Mailing Address: 5140 Emerson Rd., Brooksville, Fl. 34601
17

18
19 **ARTICLE VII - INITIAL REGISTERED OFFICE AND AGENT**

20 The street address of the initial registered office and the name of the initial registered
21 agent at that office are:

22 NAME: Cynthia A. Russano
23 ADDRESS: 5140 Emerson Road
24 CITY/STATE/ZIP: Brooksville, Fl. 34601
25 PHONE (352) 797-0070

1 **ARTICLE VIII – INCORPORATORS**

2 The names of addresses of the Incorporators signing these Articles of Incorporation are as
3 follows:

4 NAME: Cynthia A. Russano
5 ADDRESS: 5140 Emerson Road
6 CITY: Brooksville, Fl. 34601
7 PHONE: (352) 797-0070

8 NAME: Robert L. Russano
9 ADDRESS: 5140 Emerson Road
10 CITY: Brooksville, Fl. 34601
11 PHONE: (352) 797-0070

12 **ARTICLES IX – MANNER OF ELECTION OF DIRECTORS**

13 The manner in which the directors are elected or appointed is as follows:

14 By major vote of the stockholders

15 **ARTICLE X – LIMITATION OF CORPORATION OF POWERS**

16 The corporate powers of this corporation are as provided in FS § 617.0302, unless limited
17 as follows:

18 The undersigned Incorporators have executed these articles of incorporation on this 11
19 day of December, 2000

20 x Cynthia A. Russano
21 Signature of Incorporator

22 Robert L. Russano
23 Signature of Incorporator

24 Cynthia A. Russano
25 Typed name of Incorporator signing

Robert L. Russano
Typed name of Incorporator signing

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2 CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

3 PURSUANT TO FS § 617.0501, THE UNDERSIGNED CORPORATION,
4 ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE
5 FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED
6 OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.
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8
9 The above corporation, organized under the laws of the State of Florida with its
10 registered office as indicated in the Articles of Incorporation at, 5140 Emerson Rd.,
11 Brooksville, Florida 34601, has named Cynthia A. Russano, located at the aforesaid address,
12 as its registered agent to accept service of process within the state.
13

14 x Cynthia A. Russano
15 (Signature)

16 Having been named as registered agent and to accept service of process for the above
17 stated corporation at the place designated in this certificate, I hereby accept the appointment as
18 registered agent and agree to act in this capacity. I further agree to comply with the provisions of
19 all statutes relating to the proper and complete performance of my duties, and I am familiar with
20 and accept the obligations of my position as registered agent.
21

22 x Cynthia A. Russano
23 (Signature)

24 12.11.00
25 (Date)

23 Cynthia A. Russano
24 5140 Emerson Road
25 Brooksville, Fl. 34601
(352) 797-0070

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

00 DEC 13 PM 1:33

FILED

1
2 Tri County Paralegal Services, a legal forms typing service, located at 5510 River Road, New
3 Port Richey, Florida 34652, helped Cynthia A. Russano and Robert L. Russano, the
4 incorporators herein, complete this form.
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