

P00000116775

DECEMBER 15, 2000

EFFECTIVE DATE  
01-01-2001

FILED  
00 DEC 18 AM 1:21  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DEAR SIR OR MADAME:

PLEASE FIND ENCLOSED ARTICLES OF INCORPORATION FOR WILL'S AUTO

PARTS, INC. THE PHONE NUMBER IS (904) 317-4784

PLEASE ALSO FIND ENCLOSED A CHECK FOR \$70.00 FOR THE FILING FEE. I HAVE

ENCLOSED TWO COPIES OF THE INCORPORATION PAPERS; PLEASE STAMP ONE

FILED, AND RETURN IT TO ME.

SINCERELY,

500003504895--3  
-12/19/00--01016--002  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

WILLIAM SIZEMORE.



CB-12-23

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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF

*WILL'S AUTO PARTS, INC.*

THE UNDERSIGNED INCORPORATOR OF THESE ARTICLES OF INCORPORATION IS A NATURAL PERSON COMPETENT TO CONTRACT AND HEREBY FORMS A CORPORATION FOR PROFIT UNDER THE GENERAL CORPOPRATION ACT AND OTHER LAWS OF THE STATE OF FLORIDA.

ARTICLE I. NAME

THE NAME OF THIS CORPORATION IS WILL'S AUTO PARTS, INC.

ARTICLE II. COMMENCEMENT

THIS CORPORATION WILL EXIST EFFECTIVE JANUARY 01, 2001.

ARTICLE III. DURATION

THIS CORPORATION IS TO EXIST PERPETUALLY.

ARTICLE IV. PURPOSE

THIS CORPORATION IS ORGANIZED FOR THE PURPOSE OF TRANSACTING ANY OR ALL LAWFUL BUSINESS.

ARTICLE V. CORPOPURATION POWERS

THIS CORPORATION SHALL HAVE THE POWER TO DO ANYTHING NECESSARY AND PROPER FOR THE ACCOMPLISHMENT OR FURTHERANCE OF ANY PURPOSES OR OBJECTS OF THIS CORPORATION ENUMERATED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENT THEREOF, NECESSARY OR INCIDENTAL TO THE ACCOMPLISHMENT OR FURTHERANCE OF THE PURPOSES OR OBJECTS OF THIS CORPORATION AND TO HAVE, IN FURTHERANCE OF THE CORPORATE PURPOSE, ALL OF THE POWERS CONFERRED UPON CORPORATIONS ORGANIZED UNDER THE FLORIDA GENERAL CORPORATION ACT.

ARTICLE VI. CAPITAL STOCK

THE MAXIMUM NUMBER OF SHARES OF STOCK THAT THIS CORPORATION IS AUTHORIZED TO ISSUE IS 100 SHARES OF COMMON STOCK HAVING A PAR VALUE OF \$ 1.00 PER SHARE. THE BOARD OF DIRECTORS IS AUTHORIZED TO ISSUE "SECTION 1244 STOCK" AS DEFINED BY SECTION 1244 OF THE INTERNAL REVENUE CODE.

ARTICLE VII. INITIAL PRINCIPAL OFFICE, REGISTERED OFFICE AND AGENT

THE ADDRESS OF THE PRINCIPAL OFFICE OF THE CORPORATION IS 928 BULLS BAY HIGHWAY, JACKSONVILLE, FLORIDA 32220; THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS 928 BULLS BAY HIGHWAY, JACKSONVILLE, FLORIDA 32220; AND THE NAME OF THE INITIAL REGISTERED AGENT AT THAT ADDRESS IS WILLIAM SIZEMORE. THE STOCKHOLDERS SHALL HAVE THE POWER TO ESTABLISH BRANCH OFFICES, AND TO MOVE THE PRINCIPAL OFFICE TO ANY OTHER ADDRESS IN FLORIDA.

ARTICLE VIII. INCORPORATOR

THE NAME AND ADDRESSES OF PERSONS SIGNING THESE ARTICLES IS:

WILLIAM SIZEMORE

11397 ARNON ROAD

JACKSONVILLE, FLORIDA 32220

ARTICLE IX. MANAGEMENT OF CORPORATION BY SHAREHOLDERS

ALL CORPORATE POWERS SHALL BE EXERCISED BY OR UNDER THE AUTHORITY OF, AND THE BUSINESS AND AFFAIRS OF THIS CORPORATION SHALL BE MANAGED UNDER THE DIRECTION OF, THE SHAREHOLDERS OF THIS CORPORATION.

ARTICLE X. CALLING OF SPECIAL MEETINGS

SPECIAL MEETINGS OF SHAREHOLDERS OF THIS CORPORATION SHALL HAVE THE SOLE POWER TO ADOPT, AMEND OR REPEAL BY-LAWS FOR THE MANAGEMENT OF THIS CORPORATION, AND THE DUTIES OF THE OFFICERS SHALL BE PRESCRIBED BY SUCH BY-LAWS.

ARTICLE XI. INITIAL DIRECTORS

THE NAMES AND ADDRESSES OF THE MEMBERS OF THE FIRST BOARD OF DIRECTORS OF THIS CORPORATION ARE:

1) WILLIAM SIZEMORE: 11397 ARNON ROAD

JACKSONVILLE, FLORIDA 32220

ARTICLE XII. INITIAL OFFICERS AND SUBSCRIBERS

THE NAMES AND ADDRESSES OF THE OFFICERS WHO ARE TO SERVE UNTIL THE FIRST ELECTION UNDER THE ARTICLES OF INCORPORATION ARE AS FOLLOWS:

PRESIDENT: WILLIAM SIZEMORE

11397 ARNON ROAD

JACKSONVILLE, FLORIDA 32220

ARTICLE XIII. AMENDMENT

THESE ARTICLES OF INCORPORATION MAY BE AMENDED IN THE MANNER PROVIDED BY LAW.

IN WITNESS WHEREOF THE UNDERSIGNED SUBSCRIBER HAS EXECUTED THESE ARTICLES OF INCORPORATION ON DECEMBER 15, 2000.

  
WILLIAM SIZEMORE

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

IN PURSUANCE OF FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED  
IN COMPLIANCE WITH SAID ACT:

FIRST, THAT WILL'S AUTO PARTS, INC. DESIRING TO ORGANIZE  
UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL  
OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT THE  
CITY OF JACKSONVILLE, FL HAS NAMED:

**WILLIAM SIZEMORE**

LOCATED AT:

11397 ARNON RD

JACKSONVILLE, FLORIDA 32220

AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGEMENT

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVESTATED CORPORATION, AT THE PLACE DESIGNATED IN THIS  
CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY.

  
WILLIAM SIZEMORE

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