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**Gabe Panepinto, E.A., CFP**

*Enrolled To Practice Before the IRS*

3901 Appletree Drive

Valrico, FL 33594

(813) 661-1040

Fax (813) 661-1040

January 17, 2001

Secretary of State  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

800003743108--9  
-02/20/01--01057--009  
\*\*\*\*122.50 \*\*\*\*\*78.75

RE: Rogers Auto of Plant City, Inc.

Gentlemen:

An original and one copy of the articles of incorporation for the above referenced company are enclosed. Also, enclosed is our check for one hundred twenty two dollars and fifty cents (\$122.50) to cover the various filing fees.

Please return a certified copy of the articles to my office at 3901 Appletree Drive, Valrico, FL 33594.

Please call me if you have any questions regarding this filing at (813) 661-1040.

Sincerely,

  
Gabe Panepinto

FILED  
01 FEB 20 PM 3:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Enclosures

Gabe Panepinto GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT art II  
DATE 2-21-01  
DOC. EXAM BR

BUSINESS MANAGEMENT, TAX AND FINANCIAL PLANNING SERVICES  
FOR SMALL BUSINESSES, PROFESSIONALS, AND INDIVIDUALS

D. BROWN FEB 21 2001

**ARTICLES OF INCORPORATION**  
**OF**  
**ROGERS AUTO OF PLANT CITY, INC**

**FILED**  
**01 FEB 20 PM 3:28**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

**ARTICLE I**

**NAME**

The name of this corporation is; Rogers Auto of Plant City, Inc. and its place of business is 608 N. Parsons Avenue, Brandon, FL 33510.

**ARTICLE II**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The corporation shall come into existence on the date of filing with the Secretary of state.

**ARTICLE III**

**PURPOSE**

This corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

**ARTICLE IV**

**CAPITAL STOCK**

The aggregate number of shares of stock authorized to be issued by this corporation shall be 1,000 shares of common stock, each with a par value of \$.01. Each share of issued and outstanding common stock shall entitle the holder thereof to fully participate in all shareholder meetings, to cast one vote on each matter with respect to which shareholders have the right to vote, and to share ratably in all dividends and other distributions declared and paid with respect to the common stock, as well as in the net assets of the corporation upon liquidation or dissolution.

**ARTICLE V**

**REGISTERED OFFICE AND REGISTERED AGENT**

The street address of the initial registered office of the corporation shall be 2819 Ranch Road, Dover, FL 33527 and the initial registered agent of the corporation at such address is Curtis Rogers.

**ARTICLE VI**

**INITIAL BOARD OF DIRECTORS**

This corporation shall have two- (2) directors initially. The number of directors may be either increased or decreased from time to time as provided in the by laws, but shall never be less than one (1). The name and address of the directors of this corporation are:

Curtis Rogers  
2819 Ranch Road  
Dover, FL 33527

Christel Rogers  
2819 Ranch Road  
Dover, FL 33527

**ARTICLE VII**

**INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is:

Name  
Curtis Rogers

Address  
2819 Ranch Road  
Dover, FL 33527

## ***ARTICLE VIII***

### ***BYLAWS***

The power to adopt, alter, amend or repeal the by-laws of this corporation shall be vested in its shareholders and separately in its Board of Directors, as prescribed by the by-laws of the corporation.

## ***ARTICLE IX***

### ***PREEMPTIVE RIGHTS***

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the share preempted within thirty (30) days of receipt of a notice in writing from the corporation stating the prices, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

## ***ARTICLE X***

### ***INDEMNIFICATION***

If in the judgment of a majority of the entire Board of Directors, (excluding from such majority any director under consideration for indemnification), the criteria set forth in §607.0850(1) or (2), Florida Statutes, as then in effect, have been met, then the corporation shall indemnify any director, officer, employee or agent thereof, whether current or former, together with his or her personal representatives, devisees or heirs, in the manner and to the extent contemplated by §607.0850 as then in effect, or by any successor law thereto.

**ARTICLE XI**

**CUMULATIVE VOTING**

In any selection of directors by the shareholders, each shareholder of record entitled to vote shall have the right to cumulate his shares and to give one candidate as many votes as shall equal the number of directors to be elected multiplied by the number of shares owned by each shareholder, or to distribute them on the same principle among as many candidates as he sees fit; provided however, that the notice shall be given by any shareholder to the President or Vice President of the Corporation not less than twenty four (24) hours before the time fixed for the holding of the meeting for the election of directors that he intends to accumulate his votes at such election. This right to vote cumulatively shall not be further restricted or qualified by any provision in the Bylaws of this corporation.

**ARTICLE XII**

**LONG - TERM EMPLOYMENT CONTRACT**

The Board of Directors may authorize the corporation to enter into employment contracts with any executive officer for periods longer than one year, and any charter of Bylaw provision for annual election shall be without prejudice to the contract rights, if any, of the executive officer under contract.

IN WITNESS WHEREOF, the undersigned executes these Articles of Incorporation this 17<sup>th</sup> day of January 2001.

  
Curtis Rogers

**ACCEPTANCE AND ACKNOWLEDGMENT**

I hereby accept to my appointment as Registered Agent of the above named corporation, acknowledge that I am familiar with and accept the obligations imposed by Florida law upon that position, and agree to act as such in accordance with the provisions of §§ 48.091 and 607.0505, Florida Statutes.

  
Curtis Rogers

FILED  
01 FEB 20 PM 3:28  
CLERK OF STATE  
TALLAHASSEE, FLORIDA