

LYONS AND LYONS  
CERTIFIED PUBLIC ACCOUNTANTS

523 South Sixth Street  
Macclenny, Florida 32063

EFFECTIVE DATE

6-1-01

Telephone (904) 259 4307

Fax (904) 259 5102

P010000054943

Mary 25, 2001

Department of State  
Corporate Records Bureau  
Division of Corporation, New Filings  
P O Box 6327  
Tallahassee, FL 32301

FILED  
01 MAY 29 PM 4:43  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

Re: River Hill Motors, Inc.

300004325269--2  
-05/29/01--01084--009  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

Ladies and Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation and Resident Agent Certificate, in connection with the above new corporation. Also enclosed is a check in the amount of \$78.75 to cover the filing fees. Please file the Articles of Incorporation and return a certified copy to me at your earliest convenience.

Sincerely,

*Emil Clayton Lyons*

Emil Clayton Lyons, CPA

Clayton GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT RA address  
DATE 6/4/01  
DOC. EXAM Dale White

D. WHITE JUN - 4 2001

6✓

**Articles of Corporation  
Of  
River Hill Motors, Inc.**

**EFFECTIVE DATE**

6-1-01

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**Article I. Name**

The name of this corporation is:

**River Hill Motors, Inc.**

**Article II. Nature of Business**

The general nature of the business to be transacted by this corporation is the operation a used car sales and service.

- (a) To invest, reinvest, deal in, sell, or lease or otherwise dispose of items of personal and real property, of all kinds, classes and description, of whatsoever nature, in the State of Florida, or in any other state or country and to furnish other services and to engage in any and all other business activities.
- (b) To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in and deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, cooperative association, mutual fire insurance protection, cooperative association, fraternal benefit society, state fair or exposition.
- (c) To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida and in all other states and countries.
- (d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
- (e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- (f) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the stock of, or any bonds, securities, or other evidences of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges, of ownership, including the right to vote such stock.

- (g) To enter into and be a member of or a party to partnerships, limited and general, and joint ventures.
- (h) In addition to the powers herein expressly stipulated, this corporation shall have all general corporate rights, powers, privileges and immunities otherwise existing from time to time under the laws of the State of Florida.

### **Articles III. Capital Stock**

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is One Thousand (1,000) shares of common voting stock having a par value of One Dollar (\$1.00) per share.

### **Article IV. Address**

The principal office of this corporation in the State of Florida is located at 6444 US Highway 90, Glen St. Mary, Florida 32040. The mailing address is P O Box 1230 Glen St. Mary, FL 32040. The Board of Directors may from time to time move the principal office to any other address in Florida.

### **Article V. Directors**

This corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time, pursuant to by-laws adopted by the stockholders, but shall never be less than one (1) nor more than five (5).

### **Article VI. Initial Directors**

The name and address of the members of the first Board of Directors are:

Name	Address
Marcus A. Crews	3434 River Oaks Drive Glen St. Mary, Florida 32040
Ty Canaday	P O Box 925 Glen St. Mary, Florida 32040

### **Article VII. Subscribers**

The name and street address of the subscribers of these Articles of Incorporation is:

Name	Address
Ty Canaday	P O Box 925 Glen St. Mary, Florida 32040
Marcus A. Crews	3434 River Oaks Drive Glen St. Mary, Florida 32040

### **Article VIII. Resident Agent**

The name and street address of the initial registered agent of this corporation, upon whom service of process may be made, is as follows:

Name	Address
Ty Canaday	6444 US HWY 90 Glen St. Mary, Florida 32040

### **Article IX. Amendments, By-Laws and Officers**

- (a) These Articles of Incorporation may be amended in any manner from time to time as permitted by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders' meeting by a majority of the stock entitled to vote therein, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.
- (b) The initial by-laws of this corporation shall be adopted by the first board of directors. The by-laws may be amended from time to time as provided therein.
- (c) Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
- (d) Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
- (e) The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Article X. Date of Corporation Existence**

The date of existence of this corporation shall be June 1, 2001

Ty Canaday  
Subscriber

State of Florida)  
                                ) ss.  
County of Baker)

The foregoing instrument was acknowledged before me this \_\_\_\_ day of May 25, 2001, by Ty Canaday, who is personally known to me or who has produced

as identification.



Deedra Dinkins  
MY COMMISSION # CC895833 EXPIRES  
December 17, 2003  
BONDED THRU TROY FAIN INSURANCE, INC.

Debra Dinkins  
Notary Public,  
State of Florida at Large

**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 Sections 48.091 and 607.034, Florida Statutes, the following is submitted in compliance with said Provisions.

First, that **River Hill Motors, Inc.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Glen St. Mary, Baker County, Florida, has named Ty Canaday, located at P O Box 925, Glen St. Mary, Florida 32040, County of Baker, State of Florida, as its agent to accept service of process within this state.

**Acknowledgement:**

Having been named to accept service of process of the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

By: Ty Canaday  
Ty Canaday  
Resident Agent

**FILED**  
01 MAY 29 PM 4:44  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA