

PO 200007336  
TRANSMITTAL LETTER

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

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-01/14/02--01047--013  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

SUBJECT: CAR Wash Depot, Incorporated  
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00  
Filing Fee

☒ \$78.75  
~~Filing Fee~~  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

Payable to: "Florida Dept of State"

ADDITIONAL COPY REQUIRED

FROM:

GARY WHEATLEY

Name (Printed or typed)

19221 WIND DANCER STREET

Address

LUTZ, FLORIDA 33558

City, State & Zip

813-267-8823

Daytime Telephone number

02 JAN 14 AM 10:26

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

NOTE: Please provide the original and one copy of the articles.

GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT old RA Name  
DATE 1/23  
DOC. EXAM BC

1-23-02  
WCE

**ARTICLES OF INCORPORATION  
OF  
Car Wash Depot, Incorporated**  
(A Florida Corporation)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
02 JAN 14 AM 10:26

**KNOW ALL MEN BY THESE PRESENTS:**

That I, the undersigned, for the purpose of forming a corporation under the laws of the State of Florida, do hereby adopt the following Articles of Incorporation:

**ARTICLE I**

The name of the corporation is **Car Wash Depot, Incorporated.**

**ARTICLE II**

The principal place of business and mailing address shall be:

19221 Wind Dancer Street  
Lutz, Florida 33558

**ARTICLE III**

The general purposes for which the corporation is organized are:

1. To engage in the business of development and operation of Car washes.
2. To engage in any other lawful trade or business, which can, in the opinion of the board of directors of the corporation, be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

#### **ARTICLE IV**

The duration of the corporation is perpetual.

#### **ARTICLE V**

The aggregate number of shares, which the corporation is authorized to issue, is one hundred and fifty thousand (150,000). Such shares shall be of a single class, and shall have a par value of \$0.01 per share.

The consideration for the issuance of shares may be paid in whole or in part, in money, labor, property or other thing of value. When payment of the consideration for which shares are to be issued shall have been received by the corporation, such shares shall be deemed to be fully paid and non-assessable. In the absence of fraud in the transaction, the judgment of the board of directors as to the value of the consideration for shares shall be conclusive.

No holder of any of the stock of the corporation shall, as such holder, have any right to purchase or subscribe for any stock of any class which the corporation may issue or sell, whether or not such stock is exchangeable for any stock of the corporation of any other class or classes, and whether such stock is issued out of the number of shares authorized by the Articles of Incorporation as originally filed, or by any amendment thereof, or out of shares of the stock of the corporation acquired by it after the issue thereof; nor shall any holder of any of the stock of the corporation, as such holder, have any right to purchase or subscribe for any obligation which the corporation may issue or sell that shall be convertible into, or exchangeable for, any shares of the stock of the corporation of any class or classes, or to which shall be attached or shall appertain any warrant or warrants or other instrument or instruments that shall confer upon the holder or owner thereof the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

## ARTICLE VI

The business and affairs of the corporation shall be conducted by a board of directors of such number as the bylaws may from time to time provide; but the directors shall not be less than three, except that, where all the shares of the corporation are owned beneficially and of record by either one or two stockholders, the number of directors may be less than three but not less than the number of stockholders. Directors need not be stockholders of the corporation. Since the initial stockholders of the corporation shall be three, the corporation will have three director, and the following-named persons shall constitute the board of directors of the corporation until his successor or successors are elected:

Gary A. Wheatley	19221 Wind Dancer Street Lutz, Florida 33558
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Larry Howard	2943 Whiteford Road Whiteford, MD 21160
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Larry F. Wheatley	608 Old Post Road Cotuit, Massachusetts 02635
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The directors may, at any time prior to the first annual meeting, elect or appoint additional directors not exceeding the number set forth in the bylaws to serve until the first annual meeting or until their successors are elected and qualified. Thereafter, vacancies on the board of directors, however arising, may be filled at any time and from time to time by the remaining directors.

The successors of the first board of directors shall be elected at the annual meeting of the stockholders, to be held, commencing with the year 2002 on the date and at the time as provided in the bylaws. The directors shall hold office for one year, or until their successors shall have been duly elected and qualified as provided for in the bylaws, provided, however, that any one or more of the directors may be removed with or without cause at any time by vote or written consent of the stockholders representing not less than two-thirds of the issued and outstanding capital stock entitled to voting power.

The board of directors shall elect or appoint a president, a secretary, a treasurer, a resident agent, and such other officers or agents for the administration of the business of the corporation, as it shall from time to time determine. Officers of the corporation need not be members of the board of directors.

## ARTICLE VII

Except for acts or omissions which involve intentional misconduct, fraud, a knowing violation of the law, or the payment of distributions in violation of the applicable provisions of Florida Revised Statutes, no director or officer of the corporation shall incur any personal liability to the corporation or its stockholders for damages for breach of his or her fiduciary duty as a director or officer. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director or officer of the corporation for acts or omissions prior to such repeal or modification.

Subject to the laws of the State of Florida, as may from time to time be amended, and further subject to the same exceptions set forth in the preceding paragraph and to any express provisions relating to indemnification in the bylaws of the corporation, every person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative, by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director, officer, employee, or agent of the corporation or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise shall be indemnified and held harmless by the corporation to the fullest extent legally permissible under the laws of the State of Florida as may be in existence from time to time against all expenses, liability, and loss (including attorney's fees, judgments, fines, and amounts paid or to be paid in settlement) actually and reasonably incurred or suffered by such person in connection therewith. Such right of indemnification shall be contingent upon, and shall exist only if, such person acted in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, where such person also had no reasonable cause to believe his or her conduct was unlawful. Such right of indemnification, which is subject to the laws of the State of Florida and the express provisions relating to indemnification in the bylaws of the corporation, shall be a contract right, which may be enforced in any manner desired by such person. Such right of indemnification shall not be exclusive of any other right which such directors, officers, employees, or agents of the corporation may have hereafter acquire, and

such persons shall be entitled to their respective rights of indemnification under the bylaws of the corporation or any agreement, vote of stockholders, provision of law, or otherwise, as well as their rights under this paragraph. The board of directors may adopt bylaws from time to time with respect to indemnification to provide at all times the fullest indemnification permitted by the laws of the State of Florida. The indemnification provided in this paragraph shall continue as to a person who has ceased to be such a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors, and administrators of such person.

### **ARTICLE VIII**

To the extent permitted by law, the private property of each and every stockholder, and every stockholder, officer, and director of the corporation, real or personal, tangible or intangible, now owned or hereafter acquired by any of them, is and shall be forever exempt from all debts and obligations of the corporation of any kind whatsoever.

### **ARTICLE IX**

In furtherance and not in limitation of the powers vested by law, the board of directors is expressly authorized:

- (a) To hold meetings within or outside the State of Florida;
- (b) If the bylaws so provide, to designate two or more of its number to constitute an executive committee, which committee, for the time being, as provided in a resolution or in the bylaws of the corporation, shall have and exercise any or all of the powers of the board of directors in the management of the business and affairs of the corporation; and subject to the bylaws, if any, adopted by the stockholders, to make, alter, amend, or change the bylaws of the corporation.

A resolution in writing signed by all of the members of the board of directors of the corporation shall be and constitute action by the board of directors to the effect therein expressed with the same force

and effect as though such resolution has been passed at a duly convened meeting, and it shall be the duty of the secretary of the corporation to record every such resolution in the minute book of the corporation under its proper date.

## ARTICLE X

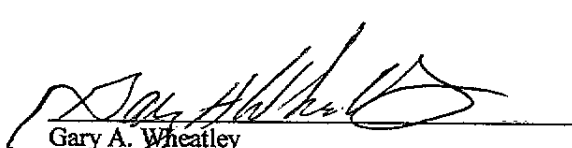
The name and address of the incorporator /registered agent is:

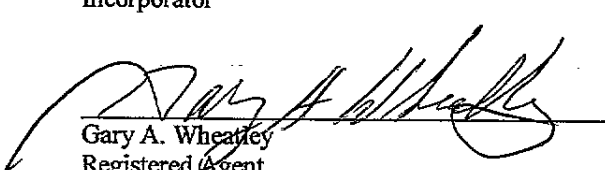
Gary A. Wheatley

19221 Wind Dancer Street  
Lutz, Florida 33558

**AND** is hereby appointed and made the lawful resident agent for and on behalf of this corporation in and for the State of Florida, to accept and acknowledge service of, and upon which may be served, all necessary process or processes of any action, suit, or proceeding that may be had or brought against this corporation in any of the courts of the said State of Florida; such services of process of notice or the acceptance thereof endorsed thereon by said agent shall have the same force and effect as if served upon this corporation, and said agent shall be in charge of the principal office of the corporation. This appointment may be revoked at any time by the filing of the appointment of another agent.

**IN WITNESS WHEREOF**, having been named as the registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. Executed by the undersigned at on 10<sup>th</sup> day of January 2002.

  
Gary A. Wheatley  
Incorporator

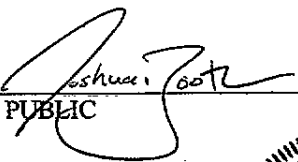
  
Gary A. Wheatley  
Registered Agent

STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, the undersigned authority, on this 10<sup>th</sup> day of January 2002, personally appeared **GARY A. WHEATLEY** to me well known to be the person described in and who signed the Foregoing, and acknowledged to me that he executed the same freely and voluntarily for the uses and purposes therein expressed.

WITNESS my hand and official seal the date aforesaid.

  
NOTARY PUBLIC JOSHUA BOOTH

My Commission Expires: \_\_\_\_\_

