

# PO2000019540

## TRANSMITTAL LETTER

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

**FILED**  
02 FEB 18 AM 9:08  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SUBJECT: TRANSAMERICA TRANSMISSIONS, INC.**  
(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

**ADDITIONAL COPY REQUIRED**

FROM:  
Name (Printed or typed)  
**John D. Heffling, Esquire**

Address  
**P.O. Box 4118**

City, State & Zip  
**West Palm Beach, FL 33402**

Daytime Telephone number  
**(561) 659-3500**

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-02/18/02--01054--004  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

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

PS 2/21/02

**FILED**

**ARTICLES OF INCORPORATION  
OF  
TRANSAMERICA TRANSMISSIONS, INC.**

02 FEB 18 AM 9:08

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida General Corporation Act, does hereby adopt the following Articles of Incorporation.

**ARTICLE I**

**CORPORATE NAME AND PRINCIPAL OFFICE**

The name and mailing address of this Corporation is: TransAmerica Transmission, Inc., 3160 Shawnee Avenue, West Palm Beach, FL 33409.

**ARTICLE II**

**TERM OF EXISTENCE**

This Corporation shall begin upon the filing of these Articles and shall have perpetual existence commencing on the filing of these Articles.

**ARTICLE III**

**PURPOSE**

The general purposes for which the Corporation is organized are the following:

- a. To engage in and transact any lawful business for which Corporations may be incorporated under the Florida General Corporation Act. No other purpose limits this general purpose in any way.
- b. To do such other things as are incidental to the purpose of Corporations or necessary or desirable in order to accomplish them.
- c. To engage in the operation of a business dedicated to repair and service of automobiles and automobile transmissions and to carry on any business necessary

or incidental to the accomplishment or furtherance of the purpose or object of this Corporation.

#### **ARTICLE IV**

##### **CAPITAL STOCK**

The aggregate number of shares which the Corporation is authorized to issue is One Thousand (1,000) Shares of common stock. Such shares shall be of a single class and shall have a par value of One Dollar (\$1.00) per share.

#### **ARTICLE V**

##### **REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 316 Banyan Boulevard, West Palm Beach, FL 33401. The name of its initial registered agent at that address is John D. Heffling.

#### **ARTICLE VI**

##### **BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors for this Corporation is one (1). The number of directors may be increased or decreased from time to time in accordance with the by-laws but shall never be less than one (1). The name and address of each initial director of the Corporation is as follows:

Jeffrey A. Needleman

3160 Shawnee Avenue  
West Palm Beach, FL 33409

#### **ARTICLE VII**

##### **INCORPORATORS**

The name and address of the person signing these Articles of Incorporation as the incorporator is: John D. Heffling, Esq., 316 Banyan Boulevard, West Palm Beach, FL 33401.

## **ARTICLE VIII**

### **AMENDMENT**

These Articles of Incorporation may be amended in the manner provided 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 at least a majority of the stock entitled to vote, unless all of the directors and all of the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

## **ARTICLE IX**

### **INDEMNIFICATION**

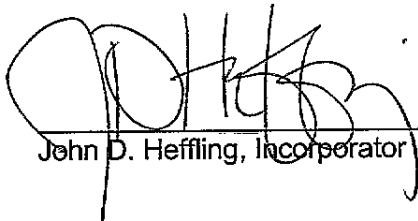
The Corporation shall indemnify each officer and director, including former officers and directors, to the full extent permitted by law.

## **ARTICLE X**


### **BY-LAWS**

The power to adopt, alter, amend and repeal the by-laws shall be vested in the Board of Directors, but all alterations, amendments and repeals of the by-laws must be approved by a majority of the shareholders.

The undersigned as incorporator of the above corporation, has executed these Articles of Incorporation this 14<sup>th</sup> day of February, 2002

  
John D. Heffling, Incorporator

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

  
JOHN D. HEFFLING

2-14-02  
Date

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