

## TRANSMITTAL LETTER

P020000037843

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

SUBJECT: DOMINION INTERNATIONAL, INC.  
(Proposed corporate name - must include suffix)

Enclosed is 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:

Bill Stewart

Name (Printed or typed)

1628 NORTH PLAZA DRIVE

Address

TALLAHASSEE, FL 32308

City, State & Zip

850-212-0008

Daytime Telephone number

500005204905--8

-04/08/02--01047--007

\*\*\*\*\*87.50 \*\*\*\*\*87.50

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

jc  
4/8

# ARTICLES OF INCORPORATION

OF

DOMINION INTERNATIONAL, INC.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 APR -8 AM 11:42

APPROVED  
AND  
FILED

The undersigned, a natural person, for the purpose of incorporating a corporation under the provisions of the Florida General Corporation Law of the State of Florida, as amended and supplemented, hereby adopts the following Articles of Incorporation:

## ARTICLE I - NAME

The name of the corporation (the "Corporation") is DOMINION INTERNATIONAL, INC.

## ARTICLE II - REGISTERED OFFICE AND REGISTERED AGENT

The address, including street, number, city, and county, of the registered office of the Corporation in the State of Florida is 1628 North Plaza Drive, Tallahassee, 32308. County of Leon. The name of the Corporation's resident agent at such address is Bill Stewart.

## ARTICLE III - NATURE OF BUSINESS

The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the State of Florida General Corporation Law, including, without limitation, to perform retail sales of automotive parts and accessories and to repair and modify used automobiles in connection with the restoration of same.

In addition to the powers and privileges conferred upon the Corporation by law and those incidental thereto, the Corporation shall possess and may exercise all the powers and

privileges which are necessary or convenient to the conduct, promotion or attainment of the business or purposes of the Corporation.

#### ARTICLE IV - CAPITAL STOCK

(a) The total number of shares of stock which the Corporation shall have authority to issue is one thousand (1000) shares of common stock, of the par value of \$0.01 per share.

(b) No holder of any of the shares of stock of the Corporation of any class shall be entitled, as a matter of right, to subscribe for, purchase, or otherwise acquire any shares of stock of the Corporation of any class which the Corporation proposes to issue or any rights or options which the Corporation proposes to grant for the purchase of shares of stock of the Corporation of any class or for the purchase of any bonds, notes, debentures, securities, or obligations of the Corporation which are convertible into or exchangeable for, or which carry any rights to subscribe for, purchase, or otherwise acquire shares of stock of the Corporation of any class; and any and all of such shares, bonds, notes, debentures, securities or obligations of the Corporation, whether now or hereafter authorized or created, may be issued, or may be reissued or transferred if the same have been re-acquired and have treasury status, and any and all of such rights and options may be granted by the Board of Directors, to such persons and other entities, and for such lawful consideration, and on such terms, as the Board of Directors, in its discretion, may determine, without first offering the same, or any part thereof, to any said holder of stock.

#### ARTICLE V - INCORPORATOR

The name and the mailing address of the incorporator are as follows:

Bill Stewart 1628 North Plaza Drive

Tallahassee, Florida. 32308

#### ARTICLE VI - EXISTENCE

The Corporation is to have perpetual existence.

## ARTICLE VIII - BOARD OF DIRECTORS

(a) The management of the business and the conduct of the affairs of the Corporation shall be vested in its Board of Directors. The number of directors which shall constitute the whole Board of Directors shall be fixed by, or in the manner provided in, the Bylaws. The phrase "whole Board" and the phrase "total number of directors" shall each mean the total number of directors which the Corporation would have if there were no vacancies.

(b) Voting for directors by written ballot shall not be required unless requested in writing by any stockholder.

(c) At all elections of directors of the Corporation and for the purposes of all other matters upon which stockholders are entitled to vote, each Preferred Stockholder shall be entitled to as many votes as shall equal the number of Preferred Shares of stock held by that stockholder. No cumulative voting shall be permitted.

(d) The names and mailing addresses of the persons who are to serve as the first Board of Directors until the first annual meeting of stockholders or until their successors are elected and qualify are:

### Name Address

Bill Stewart	1628 North Plaza Drive, Tallahassee, Florida. 32308
Stephen Kaspar	14962 South Greenwood, Olathe, Kansas. 66062
Chris Holmes	3702 Bobbin Brook East, Tallahassee, Florida. 32312
Rob Stewart	820 Canton Road, Suite 618, Marietta, Georgia. 30060
Michael Benet	10914 North Northtrail Drive, Dunlop, Illinois. 61525

## ARTICLE I - BYLAWS

The original Bylaws of the Corporation shall be adopted in any manner provided by law. Thereafter, the Bylaws of the Corporation may from time to time be amended or repealed, or new Bylaws may be adopted, in any of the following ways: i) by the holders of a majority of the outstanding shares of stock of the Corporation entitled to vote thereon (or, if applicable, such larger percentage of the outstanding shares of stock entitled to vote thereon as may be specified in the Bylaws), or ii) by a majority of the full Board of

Directors. Any change so made by the stockholders may thereafter be further changed by a majority of the full Board of Directors; provided, however, that the power of the Board of Directors to amend or repeal the Bylaws, or to adopt new Bylaws, (A) may be denied as to any Bylaws or portion thereof by the stockholders if, at the time of enactment, the stockholders shall so expressly provide, and (B) shall not divest the stockholders of their power, nor limit their power, to amend or repeal the Bylaws, or to adopt new Bylaws.

## ARTICLE II - INDEMNIFICATION AND LIABILITY LIMITATION

(a) The Corporation may indemnify and protect any director, officer, employee or agent of the Corporation, or any person who serves at the request of the Corporation as a director, officer, employee, member, manager or agent of another corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, to the fullest extent permitted by the laws of the State of Florida.

(b) The stockholders of the Corporation shall not be personally liable for the payment or performance of the debts or other obligations of the Corporation.

(c) No director of the Corporation shall be personally liable to the Corporation or to its stockholders or any third party for monetary damages for breach of car or fiduciary duty as a director. Any repeal or modification of the limitation of liability provided by the immediately preceding sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to or at the time of such repeal or modification. If the Florida General Corporation Law is amended after the effective date of these Articles of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation automatically shall be eliminated or limited to the fullest extent permitted by the Florida General Corporation Code, as so amended.

## ARTICLE III - STOCKHOLDERS OF RECORD

Except as may be otherwise provided by statute, the Corporation shall be entitled to treat the registered holder of any shares of the Corporation as the owner of such shares and of all rights derived from such shares for all purposes, and the Corporation shall not be obligated to recognize any equitable or other claim to or interest in such shares on the part of any other person, including, but without limiting the generality of the term "person", a purchaser, pledgee, assignee or transferee of such shares, unless and until such person becomes the registered holder of such shares. The foregoing shall apply

whether or not the Corporation shall have either actual or constructive notice of the claim by or the interest of such person.

#### ARTICLE IV - BOOKS AND RECORDS

The books and records of the Corporation may be kept (subject to any provision contained in the statutes of the State of Florida) outside the State of Florida at such place or places as may be designated from time to time by the Board of Directors or in the Bylaws of the Corporation.

#### ARTICLE V - AMENDMENTS

From time to time any of the provisions of these Articles of Incorporation may be amended, altered, changed or repealed, and other provisions authorized or permitted by the Florida General Corporation Law at the time in force may be added or inserted in the manner and at the time prescribed by the Florida General Corporation Law, and all rights at any time conferred upon the stockholders of the Corporation by these Articles of Incorporation are granted subject to the provisions of this Article.

Any person, upon becoming the owner or holder of any shares of stock or other securities issued by the Corporation, does thereby consent and agree that (i) all rights, powers, privileges, obligations or restrictions pertaining to such person or such shares or securities in any way may be altered, amended, restricted, enlarged or repealed by legislative enactments of the State of Florida or of the United States hereinafter adopted which have reference to or affect corporations, such shares, securities, or persons and (ii) the Corporation reserves the right to transact any business of the Corporation, to alter, amend or repeal these Articles of Incorporation, or to do any other acts or things as authorized, permitted or allowed by such legislative enactments.

IN WITNESS WHEREOF, these Articles of Incorporation have been executed  
this 8<sup>th</sup> day of April, 2002.

William D. Stewart III

\_\_\_\_\_, Incorporator

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is:

Dominion International, Inc.

2. The name and address of the registered agent and office is:

BILL STEWART

(NAME)

1628 NORTH PLAZA DRIVE

(P.O. Box or Mail Drop Box NOT ACCEPTABLE)

TALLAHASSEE, FL. 32308

(CITY/STATE/ZIP)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

02 APR -8 11:11:42

APPROVED  
AND  
FILED

*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.*

Bill Stewart

(SIGNATURE)

4/8/02

(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314