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☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

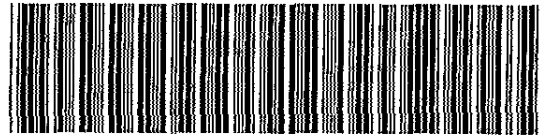
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Special Instructions to Filing Officer:

Catherine Drohan GAVE  
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TALLAHASSEE, FLORIDA

04 JAN -7 PM 4:00

FILED



FLORIDA DEPARTMENT OF STATE  
Glenda E. Hood  
Secretary of State

December 17, 2003

BRIAN DROHAN  
1102 CALLA ST  
ALTAMONTE SPRINGS, FL 32714

SUBJECT: TOWNCAR TRANSPORTATION, INC.  
Ref. Number: W03000038440

RECEIVED  
04 JAN - 7 PM 12:18  
DEPT. OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

We have received your document for TOWNCAR TRANSPORTATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

**Adding "of Florida" or "Florida" to the end of a name is not acceptable.**

The document must state the number of shares of authorized stock.

An effective date may be added to the Articles of Incorporation **if a 2004 date is needed**, otherwise the date of receipt will be the file date. **A separate article must be added to the Articles of Incorporation for the effective date.**

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6855.

Tammy Hampton  
Document Examiner  
New Filings Section

Letter Number: 603A00067599

## TRANSMITTAL LETTER

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

SUBJECT: BJD TownCar Transportation, 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

**ADDITIONAL COPY REQUIRED**

FROM: Brian Drohan  
Name (Printed or typed)  
1102 Calla Street  
Address  
Altamonte Springs, Florida 32714  
City, State & Zip  
(407) 869-6425  
Daytime Telephone number

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

## ***BJD Towncar Transportation, Inc.***

### **ARTICLES OF INCORPORATION**

The undersigned person(s), acting as incorporator(s) of a corporation organized under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation.

#### ***ARTICLE I*** **CORPORATE NAME**

The name of the corporation shall be BJD Towncar Transportation, Inc., a privately owned, for-profit professional services organization.

#### ***ARTICLE II*** **INITIAL PRINCIPAL OFFICE**

The initial principal place of business and mailing address of the corporation is

**BJD Towncar Transportation, Inc.  
1102 Calla Street  
Altamonte Springs, Florida 32714  
Phone: (407) 869-6425**

#### ***ARTICLE III*** **PURPOSE OF THE CORPORATION**

This corporation shall be a private, for-profit professional service organization whose purpose shall be to provide luxury, exclusive limousine transportation services to business executives, tourists and other local travelers.

**FILED**  
04 JAN - 7 PM 4:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLE IV**  
**SHARES OF STOCK**

One Share

The corporation may issue shares of the corporation's stock without certificates. Within a reasonable time after the issue or transfer of shares without certificates, the corporation shall send the shareholder a written statement of the information that is required by law to be on the certificates. Upon written request to the corporate secretary by a holder of such shares, the secretary shall provide a certificate in the form prescribed by the directors.

**ARTICLE V**  
**DIRECTORS AND OFFICERS**

**DIRECTORS**

Section 1. Number of Directors. The corporation shall be administered by the President and CEO who shall also act as the chairman of a board consisting of at least 5 members, the initial slate of which is provided as **Attachment I**.

Section 2. Appointment and Term of Office. Each director shall serve a term of 2 year(s), or until a successor has been appointed and qualified. Appointment of all directors shall be by the recommendations of a membership development committee consisting of at least three (3) directors.

Section 3. Quorum. A majority of directors present at any meeting shall constitute a quorum provided that at least three members are present.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the adverse interest of a director shall disqualify the director from any and all discussion and/or invalidate his or her vote upon the subject for which the adverse interest emerged.

Section 5. Regular Meeting. The Board of Directors shall meet at least once per quarter or more frequently as needed. The place and time of each meeting shall be set by the President.

Section 6. Special Meeting. Special meetings may be called by the President, Vice-President, Secretary or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed.

Section 7. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 8. Removal / Vacancies. A director shall be subject to removal, with or without cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been appointed and qualified.

Section 9. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

### **OFFICERS**

Section 1. Number of Officers. The officers of the corporation shall be a President, one or more Vice-Presidents (as determined by the Board of Directors), a Secretary, and a Treasurer. Two or more offices may be held by one person.

Section 2. Election and Term of Office. The officers shall be elected annually by the Board of Directors. Each officer shall serve a one year term or until a successor has been elected and qualified.

Section 3. Removal or Vacancy. The Board of Directors shall have the power to remove an officer or agent of the corporation. Any vacancy that occurs for any reason may be filled by the Board of Directors.

### ***ARTICLE VI*** **REGISTERED AGENT**

The authorized registered agent of the corporation shall be Brian Drohan who resides at 1102 Calla Street Altamonte Springs, Florida 32714.

### ***ARTICLE VII*** **INCORPORATOR**

The authorized incorporator of the corporation shall be Brian Drohan, who resides at 1102 Calla Street Altamonte Springs, Florida 32714.

### ***ARTICLE VIII*** **CORPORATE SEAL, EXECUTION OF INSTRUMENTS**

The corporation shall not have a corporate seal. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be

executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or any Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

### ***ARTICLE IX***

#### **AMENDMENT TO ARTICLES**

These articles shall become the bylaws of the corporation and may be amended, altered, or repealed by the Board of Directors by a majority of a quorum vote at any regular or special meeting; provided however, that the shareholders may from time to time specify particular provisions of the bylaws which shall not be amended or repealed by the Board of Directors.

### ***ARTICLE X***

#### **INDEMNIFICATION**

Any director or officer who is involved in litigation by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent authorized by law as it now exists or may subsequently be amended (but, in the case of any such amendment, only to the extent that such amendment permits the corporation to provide broader indemnification rights).

### ***ARTICLE XI***

#### **COMPENSATION**

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and equity distributions in furtherance of the purpose set forth in Article III hereof.

### ***ARTICLE XII***


#### **PUBLIC INTEREST**

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation; and, the corporation shall not participate, or intervene (including the publishing or distribution of statements), in any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or

exercise any powers that are not in furtherance of the purposes of this corporation

### Certification

Having been named as registered agent and incorporator to accept service of process for the above-named corporation at the place designated hereon, I am familiar with and accept the appointment as registered agent and agree to act in this capacity. Accordingly, I certify that the foregoing is a true and correct copy of the articles of the above-named corporation, duly adopted by the initial Board of Directors on JAN 1, 2004.

  
\_\_\_\_\_  
**Brian Drohan, President**  
**Registered Agent and Incorporator**



## ***BJD Towncar Transportation, Inc.***

### **Attachment I**

#### **Board of Directors**

<b><u>Name</u></b>	<b><u>Title</u></b>	<b><u>Address</u></b>	<b><u>Telephone</u></b>
Brian Drohan	President	1102 Calla Street Altamonte Springs, Florida 32714	(407) 869-6425
Catherine Drohan	Vice President	1102 Calla Street, Altamonte Springs, Florida 32714	(407) 869-6425
Frank Besile	Treasurer	P.O. Box 72 Rifton, New York 12471	(845) 658-3520
Jennifer Drohan	Secretary	105 E. 16th Street #3N, New York, New York 10003	(212) 677-3272
Peter Basile	Member at Large	266 E. Hornbeam Drive, Longwood, Florida 32779	(407) 682-5095