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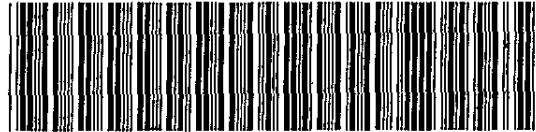
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2004 AUG 30 P 4:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## TRANSMITTAL LETTER

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

SUBJECT: A & A Auto/BAUSH, 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: THOMAS A. BLAIR  
Name (Printed or typed)

P.O. BOX 1670  
Address

CALLAHAN, FL 32011-1670  
City, State & Zip

(904) 879-6336  
Daytime Telephone number

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

**ARTICLES OF INCORPORATION**  
**of**  
**A&A Auto/Brush, Inc.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby does so for a Corporation for profit under Chapter 607 of the Florida Statutes.

**Article 1 – Name of the Corporation**

The name of the Corporation is, for all purposes, whether for public or private use, the name of: **A&A Auto/Brush, Inc.**

**Article 2 – Purpose of the Corporation**

The primary purpose of this Corporation is to earn profits in behalf of its shareholders of record while operating an auto painting operation in Northeast Florida and while also making various other financial investments in various related and unrelated industries to this primary business operation.

**Article 3 – Principal Office of the Corporation**

The principal office and mail address of the Corporation is:

**10737 New Kings Road, Suite #105  
Jacksonville, FL 32219**

**Article 4 – The Incorporator of the Corporation**

The name and street and mail address of the sole incorporator of this Corporation is:

**Fraize, Jennifer Lynn  
45113 Laurel Lane - P O Box 1037  
Callahan, FL 32011-1037**

**Article 5 – The Initial Directors and Officers of the Corporation**

The initial slate of directors and officers of the Corporation selected by the sole incorporator to serve until the next scheduled election by shareholders of the Corporation are named and otherwise identified as follows:

**Fraize, Jennifer Lynn, Director, Corporate President and Treasurer  
45113 Laurel Lane-P O Box 1037  
Callahan, FL 32011-1037**

**Fraize, Scott A., Director, First Vice President**  
45113 Laurel Lane-P O Box 1037  
Callahan, FL 32011-1037

**Blair, Thomas A., Director and Corporate Secretary**  
P.O. Box 1670 - 54025 Jeannie Road  
Callahan, FL 32011-1670

#### **Article 6 – Corporate Capitalization**

**6.1** The maximum number of shares that this Corporation is authorized to have outstanding at any time is **One Thousand and No/10,000ths (1,000.0000) Shares of common stock, each share having the par value of One Hundred and No/100ths (\$100.00) Dollars.**

**6.2** No holder of shares of stock of any class of record shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the board of directors may, in authorizing the issuance of shares of stock of any class, confer preemptive right that the board of directors may deem appropriate and advisable in connection with such issuance.

**6.3** The board of directors of the Corporation may authorize from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the board of directors may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

**6.4** The board of directors of the Corporation may, by articles supplementary, classify or reclassify any un-issued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemptions of the stock, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

#### **Article 7 – Sub-Chapter S Corporation Election Option**

The Corporation may now or in the future elect to be an S Corporation, as provided in Sub-chapter S of the federal Internal Revenue Code of 1986, as amended.

**7.1** The shareholders of record of this Corporation may elect, and, if unanimously elect to do so, shall continue such election to be an S Corporation as provided in Sub-chapter S of the federal Internal Revenue Code of 1986, as amended, until or unless the shareholders of record of the Corporation unanimously agree otherwise to elect out of Sub-chapter S status in writing.

7.2 In the event that the shareholders of record of this Corporation unanimously elect to legally become an S Corporation, none of the shareholders of record of this Corporation, without the written consent of the other shareholders of record of this Corporation, shall take any action, or make any transfer or other disposition of the shareholders of record shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Sub-chapter S of the federal Internal Revenue Code of 1986, as amended.

7.3 After the Corporation has first elected to be an S Corporation, each new shareholder of record of this Corporation shall be obligated to sign a Notarized statement of obligation to the Corporation and to the other shareholders of record, before actual receipt of stock certificate(s) by a new shareholder of record, an acknowledgement that indemnifies both the Corporation and its other shareholders of record and states precisely:

***"I personally indemnify both the Corporation and its other shareholders of record against loss in the event that my actions jeopardize the ability of the Corporation to remain a Sub-S Corporation under the regulations of the federal Internal Revenue Service, as amended.***

***I understand fully and acknowledge that the shares of stock in my own name of record in the firm A&A Auto/Brush, Inc., a domestic Florida for-profit Corporation, may not be held to be legally transferred if such transfer would otherwise void or potentially void the election of the Corporation to be taxed under Sub-chapter S of the federal Internal Revenue Code of 1986, as amended.***

***I further understand that should I violate this indemnification to the Corporation and to the other shareholders of record of this Corporation, I may be subject to possible legal action for damages by both the Corporation itself and by other shareholders of record of the Corporation, subject at all times to all appropriate provisions of all appropriate Florida Statutes."***

#### **Article 8 – Powers of the Corporation**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any and all limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **Article 9 – Term of Existence of the Corporation**

This Corporation shall have **perpetual existence**.

#### **Article 10 – Recognized Title to Shares of the Corporation**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the

Corporation ("shareholders of record") as the owner thereto, for all purposes, and shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof. Shareholders of record shall be recognized as vested owners of same; but any and all others, those who are not *shareholders of record*, may exercise only those rights as may be required by the findings of a court of jurisdiction as may be limited or expanded by Florida Statutes.

#### **Article 11 – Corporation's Registered Office and Registered Agent**

The initial mail and physical address of the registered office of this Corporation is **10737 New Kings Road, Suite #105, Jacksonville, Florida 32219**. The name and mailing address of the registered agent of this Corporation is:

**Fraize, Jennifer Lynn**  
**P.O. Box 1037 - 45113 Laurel Lane**  
**Callahan, FL 32011-1037**

#### **Article 12 – Bylaws of the Corporation**

The Board of Directors of the Corporation shall have power, without the assent or vote of the shareholders of record, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a simple majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **Article 13 – Designated Method of Accounting for the Corporation**

Until or unless otherwise changed under compliance obligations to the regulations of the federal Internal Revenue Service, as amended, the designated Method of Accounting of the Corporation shall be a ***hybrid method of accounting*** whereby all receipts and expenditures of the Corporation shall be recorded and reported on the ***cash method***, with the only exceptions being that any and all ***tax obligations*** of the Corporation shall be recorded and reported on the ***accrual method*** of accounting.

#### **Article 14 – Effective Date of Incorporation of the Corporation**

These Articles of Incorporation shall be **effective immediately upon the calendar date of September 1st, 2004** for any and all private and/or public purposes.

**Article 15 – Federal Employer Identification Number Established**

The established Federal Employer Identification Number for this corporation this 26th day of August, 2004, is and shall remain until or unless otherwise changed by the federal internal revenue service is **20-1540920**

**Article 16 – Amendment of the Articles of Incorporation**

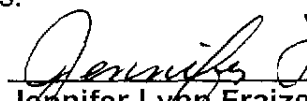
The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights, conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.

In witness whereof, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26th day of August, 2004.

  
Jennifer Lynn Fraize  
Sole Incorporator

**Acceptance of Registered Agent Designated  
In Articles of Incorporation**

Jennifer Lynn Fraize, doing business in the State of Florida, and having a business office address identical with the registered office of the Corporation named above and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is responsibly familiar with and fully accepts the obligation of the position of Registered Agent for the Corporation under Section 607.0505, Florida Statutes.

  
Jennifer Lynn Fraize  
Registered Agent

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TALLAHASSEE, FLORIDA