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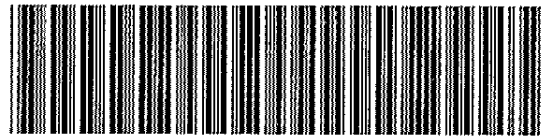
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CORPORATION SERVICE COMPANY'

ACCOUNT NO. : 072100000032

REFERENCE : 069100 7435848

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : December 8, 2004

ORDER TIME : 2:43 PM

ORDER NO. : 069100-005

CUSTOMER NO: 7435848

CUSTOMER: Mark A. Horowitz, Esq.
Warchol, Merchant, Rollings,
Buckley & Pohl, L.l.p.
1633 Southeast 47th Terrace

Cape Coral, FL 33904

DOMESTIC FILING

NAME: MARKET AUTO BODY, INC.

XX ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Heather Chapman - EXT. 2908

EXAMINER'S INITIALS: _____

ARTICLES OF INCORPORATION

OF

MARKET AUTO BODY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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The undersigned, for purposes of forming a corporation under the Florida General Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE I. NAME

The name of the corporation shall be MARKET AUTO BODY, INC. The principal place of business of this corporation shall be 2409 Market Street, Ft. Myers, FL 33901.

ARTICLE II. NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is seven thousand five hundred (7,500) shares of common stock having one dollar (\$1.00) par value per share.

ARTICLE IV. REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation shall be 2409 Market Street, Ft. Myers, FL 33901 and the name of the initial registered agent of the corporation at that address is Kevin L. Smith.

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. DIRECTORS

This corporation shall have two (2) directors initially. The number of directors may be changed from time to time in accordance with the Bylaws, but shall never be less than one. The name and addresses of the initial directors of the corporation are:

Robert S. Steele

10326 Sandy Hollow Lane, SE
Bonita Springs, FL 34135

Kevin L. Smith

168 Kirtland Drive
Naples, FL 34110

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator to these Articles of Incorporation is:

Kevin L. Smith

168 Kirtland Drive
Naples, FL 34110

ARTICLE VIII. INDEMNIFICATION

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

ARTICLE IX. PREEMPTIVE RIGHTS

Each shareholder of the corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that shareholder's prorata portion of the following:

A. Any stock or any class that the corporation may issue or sell, whether or not exchangeable for any stock of the corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the corporation may issue or sell which is convertible into or exchangeable for any stock of the corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any shareholder who does not exercise it and pay of the shares preempted within thirty (30) days after receipt of written notice from the corporation stating the price, terms and conditions of the issue of shares and inviting the shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the shareholder.

ARTICLE X. INFORMAL SHAREHOLDER ACTION

Any action of the shareholders may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the shareholders entitled to vote upon such action at a meeting, and filed with the Secretary of the corporation as part of the corporate records.

ARTICLE XI. INFORMAL DIRECTOR ACTION

Any action of the directors may be taken without a meeting if consent in writing setting forth the action so taken shall be signed by all of the directors entitled to vote upon such action at a meeting, and filed with the Secretary of the corporation as part of the corporate records.


ARTICLE XII. BYLAW AMENDMENT

The power to adopt, alter, amend, or repeal the Bylaws of this corporation is vested in either the board of directors or the shareholders, but the board of directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the directors.

ARTICLE XIII. SUB-CHAPTER S ELECTION

It is the intent of the incorporators that the corporation will qualify as a Sub-Chapter S corporation under the Internal Revenue Code. Such actions as are necessary will be taken by the appropriate officers and directors to accomplish this compliance.

IN WITNESS WHEREOF, the undersigned has signed these Articles of Incorporation on this 15th day of December, 2004.


Kevin L. Smith,
SUBSCRIBER and Registered Agent,
who hereby accepts the duties of a registered
agent for the corporation under Florida law

STATE OF FLORIDA

COUNTY OF LEE

The foregoing instrument was acknowledged before me this 15th day of December, 2004 by KEVIN L SMITH, who is personally known to me or who has produced 5530512-65-264-0 as identification and who did not take an oath.


Print Name: _____
Notary Public
(NOTARY SEAL)

My commission expires:



Mark A. Horowitz
Commission # DD038474
Expires July 9, 2005
Bonded Through
Atlantic Bonding Co., Inc.

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