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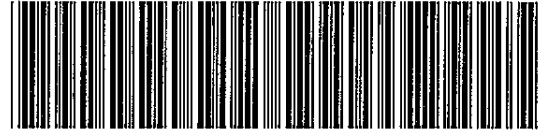
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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REGISTRATION
UNIT
MONTREAL

TRANSMITTAL LETTER

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

SUBJECT:

Chaffin Co. Auto Sales, 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)

Steve Gray

Address

1571 South Shore Dr

City, State & Zip

OKMGT Park H 32003

Daytime Telephone number

904-7789250/2767879

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

ca

**ARTICLES OF INCORPORATIONS
OF
CAG AUTO SALES, INC**

We, the undersigned, do hereby certify that we have associated ourselves together for the purpose of becoming a corporation under the laws of the State of Florida providing for the formation, rights, privileges and immunities of corporation for profit. We further declare that the following articles shall be the charter and authority for the conduct of business of said corporation.

ARTICLE I

The name of this corporation shall be

**CAG AUTO SALES, INC.
A CLOSED CORPORATION**

and its principal place of business shall be the City of Orange, Park, County of Clay, State of Fl., but it shall have the power and authority to establish branch offices at such place or places that may be designated by the undersigned stockholders.

ARTICLE II

This corporation may elect to be taxed as a Sub-Chapter S corporation.

ARTICLE III

PURPOSES

The general nature of the business or businesses to be transacted in which the corporation is authorized to transact, in addition to those authorized by the laws of the State of Florida and the powers of said corporation, shall be as follows:

1. To engage in any activity or business authorized under the Florida Statutes.
2. In general, to carry on any and all incidental business; to have and exercise all the powers conferred by the laws of the State of Florida, and to do any and all things hereinbefore set forth to the same extent as a natural person might or could do.

3. To directly or through ownership of share in any corporation, to purchase, lease, exchange, or otherwise acquire real estate and property, either improved or unimproved and any interest therein; to own, hold, construct, maintain and improve, rebuild, enlarge, alter, manage, operate, and control all kinds of buildings, houses, hotels, apartments, stores, offices, warehouses, mills, shops, factories, plants, ranches, and agricultural operation, plus all structures and erections of any description on any land owned, held, or leased by the corporation, or upon any other land; to lease or sublet ranch land, groves, stores, apartments, and any other land or buildings, and to sell, lease, sublet, mortgage, create a security interest in exchange, assign, transfer, convey, pledge, or otherwise alienate or dispose of such real estate property and interest therein.

4. To purchase or otherwise acquire, hold, sell, exchange, pledge, hypothecate, underwrite, deal in and dispose of shares, bonds, notes, ventures, or other evidences of indebtedness and obligations and security of any corporation, company, association, partnership, syndicate, entity, or person, domestic or foreign, or of any domestic or foreign state, government, or governmental authority or of any political or administrative subdivision or department thereof, and certificates of receipts of any kind representing or evidencing any interest in any such shares, bonds, notes, ventures, evidences of indebtedness, obligations, or securities; to issue its own shares, bonds, notes, debentures or other evidences of indebtedness and obligations and securities for the acquisition of any said shares, bonds, notes, debentures, evidences of indebtedness, obligation, securities, certificates, or receipts purchased or acquired by; and, while the owner or holder of any such shares, bonds, notes, debentures, evidence of indebtedness, obligations

securities, certificates, or receipts, to exercise all the rights of ownership in respect thereof; and to the extent now or hereinafter permitted by law, aid by loan, subsidy, guarantee, or otherwise, those issuing, creating responsibility for such shares, bonds, notes, debentures, evidence of indebtedness, obligations, securities, certificates or receipts.

5. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, in any manner dispose of the rights and property so acquired.

6. To purchase or otherwise acquire, undertake, carry on, improve, or develop, all or any of the business, good will, rights, assets, and liabilities of any person, firm, association, or corporation carrying on any kind of business of a similar nature to that which this corporation is authorized to carry on, pursuant to provisions of this certificate; and to hold, utilize, in any manner dispose of the rights and property so acquired.

7. To enter into and make all necessary contracts for its business with any person, entity, partnership, association, corporation, domestic or foreign, or any domestic or foreign state, government, or governmental authority, or any political or administrative subdivision, or department thereof, and to perform and carry out, assign, cancel, rescind any of such contracts.

8. To exercise all or any of the corporate powers, and to carry out all or any of the purposes, enumerated herein or otherwise granted or permitted by law, while acting as agent,

nominee, or attorney-in-fact for any persons or corporations, and perform any service under contract or otherwise for any corporation, joint stock company, association, partnership, firm, syndicate, individual, or other entity, and in such capacity or under such arrangement to develop, improve, stabilize, strengthen, or extend the property and commercial interest thereof, and to aid, assist, or participate in any lawful enterprises in connection therewith or incidental to such agency, representation, or service, and to render any other service or assistance insofar as it lawfully may under the laws of the State of Florida, providing for the formation, rights, privileges, and communities of corporations for profit.

9. To do everything necessary, proper, advisable, or convenient for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers herein set forth, either alone or in association with others incidental or pertaining to, or going out of, or connected with its business or powers, provided the same shall not be inconsistent with the laws of the State of Florida.

10. The several clauses contained in this statement of the general nature of the business or businesses to be transacted shall be construed as both purposes and powers of this corporation, and statements contained in each clause shall, except as otherwise expressed, be in no ways limited or restricted by reference to or inference from terms of any other clause, it shall be regarded as independent purposes and powers. Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the corporation to carry on any business, exercise any power, or do any act which a corporation may not, under the laws of the State of Florida lawfully carry on, exercise, or do.

ARTICLE IV

AUTHORIZED SHARES

The aggregated number of shares which the corporation shall have authority to issue is 1,000 shares of par value one dollar common stock. The stock shall be sold, assigned, issued and transferred only in accordance with the Articles of Incorporation and the By-Laws of the corporation as the corporation may, from time to time, make, change or alter with a lien reserved in favor of the corporation upon all of its capital stock for any indebtedness which may at any time be due by the holder of the same unto the corporation and which shall be a lien thereon superior to all other liens and claims of every character and all assignments or transfers of stock of this corporation shall be subject thereto. This corporation shall be deemed a Closed Corporation.

ARTICLE V

RELATIVE RIGHTS, PRIVILEGES AND LIMITATIONS

1. The undersigned shall be deemed as the sole stockholders of **CAG AUTO SALES, INC.**, and shall conduct and manage the business thereof in accordance with the Articles of Incorporation and the By-Laws of **CAG AUTO SALES, INC.**
2. The undersigned stockholders shall be entitled to one vote each irregardless of their respective stockholding in **CAG AUTO SALES, INC.** . Stockholders holding their stocks as Tenants by the Entirety shall be entitled to one vote each. Subsequent change by those stockholders to Tenants In Common shall not reduce that vote.
3. **CAG AUTO SALES, INC.** . shareholders shall duly elect its officers who will conduct the normal business in accordance with the applicable Florida Statutes.

4. Any officer duly elected by the undersigned stockholders may be removed by majority vote of the undersigned stockholders.

5. All major decisions normally authorized by the Board of Directors in accordance with the applicable Florida Statutes shall be decided by a majority vote of the undersigned stockholders.

6. **CAG AUTO SALES, INC.** shall make no "Public Offering" of any of its stock within the meaning of the United States Securities Act of 1933, as it may be amended from time to time.

7. All of the issued stock of **CAG AUTO SALES, INC.** shall be subjected to the following restrictions of transfer:

A. No stockholder of **CAG AUTO SALES, INC.** may transfer, hypothecate, assign or sell any of his/her respective stockholdings in the Corporation without first obtaining written consent of the remaining stockholders and corporation.

B. The price and terms at which, and the time within which these shares may be offered and sold shall be further specified by written agreement among all of the stockholders of the corporation.

C. This provision shall not be interpreted as a restriction on the right of any stockholders to have his/her entire stock holdings redeemed by **CAG AUTO SALES, INC.**

D. All stock certificates issued by **CAG AUTO SALES, INC.** will be marked "Restricted" with notation made to the Articles of Incorporation.

E. A subsequent and properly executed Stockholders' Agreement by all the stockholders is deemed to override any provision herein contrary to such agreement.

8. Any offer of purchase made to the seller of stock shall give rise to the corporation first being given an opportunity

to redeem its stock at that price. Likewise any offer of purchase made to a shareholder by the corporation shall give the shareholder a right to buy the entire interest of the corporation at the same price per share.

9. Dividends of **CAG AUTO SALES, INC.** shall be declared at least each quarter to the undersigned stockholders in accordance with their respective individual shareholdings. Withholdings of a dividend shall require unanimous vote of stockholders.

10. Each stockholder shall have a preemptive right to purchase additional shares, if an offering should ever be made

ARTICLE VI

CORPORATE EXISTENCE

This corporation shall have perpetual existence unless dissolved in a manner provided by law.

ARTICLE VII

PRINCIPAL PLACE OF BUSINESS

The principal office and place of business of this corporation shall be

CAG AUTO SALES, INC.
183 BLANDING BLVD.
ORANGE PARK FL 32073

ARTICLE VIII

NUMBER OF STOCKHOLDERS

The names of the initial Stockholders and their respective stockholdings are as follows:

<u>Names</u>	<u>Stockholdings</u>
STEPHEN D GAY AND CAROL A GAY	1000 SHARES

ARTICLE IX

NAMES AND ADDRESSES OF INITIAL OFFICERS

<u>Name</u>	<u>Title</u>	<u>Address</u>
CAROL A GAY	President & Secretary	1571 SOUTH SHORE DR ORANGE PARK, FLORIDA 32063
STEPHEN D GAY	Treasurer	1571 SOUTH SHORE DR ORANGE PARK, FLORIDA 32063
	SECRETARY	

ARTICLE X

COMPLIANCE WITH PROVISIONS FOR ISSUANCE OF 1244 STOCK

This corporation shall comply with the regulations of Section 1244 of the Internal Revenue Code and the regulations issued thereunder requiring that common stock in a corporation be issued pursuant to a written plan adopted by the corporation after **MARCH 30, 2003** which plan must offer only such common stock during a period specified in the plan and no longer than two years after the plan is adopted. This section of the Code permits ordinary loss treatment when either the holder of Section 1244 sells or exchanges such stock at a loss or when the stock becomes worthless. This corporation shall comply with the requirement of Section 1224 and the regulations issued thereunder further require that the plan must specifically state, in terms of dollars, the maximum amount to be issued pursuant thereto and that such stock must be issued only for money or property (other than stock or securities). This corporation shall qualify as a small business corporation as defined in Section 1224 of the Internal Revenue Code.

ARTICLE XI

MISCELLANEOUS

1. No person shall be liable to the corporation for any loss or damage suffered by it on account of any action taken or omitted to be taken by him/her as a Stockholder or officer of

the corporation in good faith, if such person (a) exercised or used the same degree of care and skill as a prudent man would have exercised or used under the circumstances in the conduct of his own affairs, or (b) took or omitted to take such action in reliance upon advice of counsel for the corporation or upon statements made or information furnished by officers or employees of the corporation which he/she had reasonable grounds to believe.

2. The corporation shall indemnify any and all stockholders or officers, or any person who may have served at its request as a stockholder or officer of another corporation in which it owns shares of capital stock or of which it is a creditor, against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been stockholders or officers, or a stockholder or officer of the corporation, or of such other corporation, except in relation to matters as to which any stockholder or officer or former stockholder or officer or person shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

3. In case of a criminal action, suit or proceeding, a conviction or judgment (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial), shall not be deemed adjudication that such stockholders or officer or person is liable for negligence or misconduct in the performance of his/her duties, if such stockholder or officer or person was acting in good faith in what he/she considered to be the best interest of the corporation and with no reasonable cause to believe that the action was illegal.

4. In case any such action, suit or proceeding shall result in a settlement, and if in the judgment of a disinterested majority of stockholders of any disinterested committee or group of persons to whom the question may be referred by the stockholders, any such person was not negligent or guilty of bad faith in relation to the matters complained of therein, the corporation shall reimburse him/her for, or indemnify him/her for or against all costs and expenses reasonably incurred by him/her in connection therewith, other than for any sums paid to the corporation.

5. Such indemnification shall not be deemed exclusive of any rights to which those indemnified may be entitled under any By-Laws, agreement, vote of stockholders, or otherwise.

ARTICLE XII

RESIDENT AGENT AND ADDRESS

The street address of the initial registered office is _____
1571 SOUTH SHORE DR ORANGE PARK, FL 32069, and the name of the initial registered agent is **STEPHEN D GAY**.

WE, the undersigned, being the original subscribers and incorporators of the foregoing corporation, do hereby certify that the foregoing constitutes the proposed Articles of Incorporation of **Cag Auto SALES, Inc.**

WITNESS our hands and seals this 5 day of April, 2003



CAROL A GAY



STEPHEN D GAY

STATE OF FLORIDA)

COUNTY OF Clay)

PERSONALLY appeared before me the undersigned.

STEPHEN D GAY AND CAROL A GAY

to me well known as the persons described in and who executed and subscribed to the foregoing Articles of Incorporation, they acknowledged before me that they executed and subscribed to the same for the purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal at Orange Park, Clay County, Florida, this 5 day of April, 2005

Holli E. Powers
NOTARY PUBLIC



Holli E. Powers
MY COMMISSION # DD162018 EXPIRES
February 26, 2007
BONDED THRU TROY FAIR INSURANCE, INC.

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED.

In pursuance of Chapter 48.091, Florida Statutes, the following
is submitted, in compliance with said act:

First, that **CAG AUTO SALES, INC.**, desiring to organize under
the laws of the State of Florida with its principal office, as
indicated in the Articles of Incorporation at City of Orange
Park, County of Clay, State of Florida, has named
Stephen D. Gay

located at 1571 SOUTH SHORE DR. ORANGE PARK, FL 32003

State of Florida, as its agent to accept service of process
within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above-
stated corporation, at place designated in this certificate,
I hereby accept to act in this capacity, and agree to comply
with the provision of said Act relative to keeping open said
office.

BY:


(Resident Agent)

Stephen D. Gay

CLERK OF COURT
JAIL HOUSE, FLORIDA

05 APR 14 PM 2:19

FILED