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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

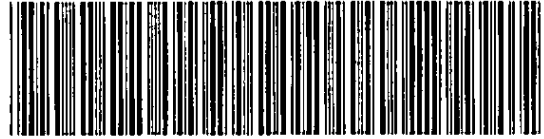
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08/21/2022 10:00 AM

FILED  
2023 JAN -3 PM 6:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

1/9/2023

## COVER LETTER

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

SUBJECT: Central Florida Auto Wholesale, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00  
Filing Fee

☐ \$43.75  
Filing Fee  
& Certificate of Status

☐ \$43.75  
Filing Fee  
& Certified Copy

☐ \$52.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

**ADDITIONAL COPY REQUIRED**

FROM: Crary Huff Law Firm, Attn: Autumn Ellerbeck  
Name (Printed or typed)

329 Pierce Street, Suite 200  
Address

Sioux City, IA 51101  
City, State & Zip

712-224-7555  
Daytime Telephone number

corporate@craryhuff.com  
E-mail address: (to be used for future annual report notification)

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

# CRARY HUFF

ATTORNEYS AT LAW

**Autumn R. Ellerbeck**  
Paralegal

PHONE Direct 712.224.7555  
EMAIL [aellerbeck@craryhuff.com](mailto:aellerbeck@craryhuff.com)

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329 Perce Street, Suite 200  
Sioux City, IA 51101

[craryhuff.com](http://craryhuff.com)

December 30, 2022

Amendment Section  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

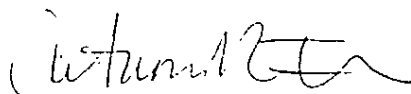
Re: Central Florida Auto Wholesale, Inc.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of REVISED Restated Articles of Incorporation of Central Florida Auto Wholesale, Inc., which now include the date of adoption of the amendments, and a Cover Letter. I have also enclosed your letter regarding the necessary revisions to the Restated Articles. Please return a file-stamped copy of the Restated Articles in the envelope provided.

If you should have any questions, please do not hesitate to contact me. Thank you for your assistance.

Sincerely,



Autumn R. Ellerbeck  
Paralegal

Enclosures



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 6, 2022

CRARY HUFF LAW FIRM  
ATTN: AUTUMN ELLERBECK  
329 PIERCE STREET, SUITE 200  
SIOUX CITY, IA 51101

SUBJECT: CENTRAL FLORIDA AUTO WHOLESALE INC.  
Ref. Number: P05000058891

We have received your document for CENTRAL FLORIDA AUTO WHOLESALE INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

Please return 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) 245-6050.

Claretha Golden  
Regulatory Specialist II

Letter Number: 022A00027007

12:33  
2023



**CRARY HUFF**  
Attorneys at Law

Autumn R. Ellerbeck  
Direct 712.224.7555  
aellerbeck@craryhuff.com  
329 PIERCE STREET, SUITE 200  
SIOUX CITY, IA 51101

**CRARYHUFF.COM**  
**PHONE:** 712.277.4561  
**FAX:** 712.277.4605

August 19, 2022

Amendment Section  
Florida Department of State  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: Central Florida Auto Wholesale, Inc.

Dear Sir or Madam:

Please find enclosed for filing one original and one copy of Restated Articles of Incorporation of Central Florida Auto Wholesale, Inc. and Cover Letter. I have also enclosed a check in the amount of \$35 to cover the filing fee. Please return a file-stamped copy in the envelope provided.

If you should have any questions, please do not hesitate to contact me. Thank you for your assistance in this matter.

Sincerely,

Autumn R. Ellerbeck  
Paralegal

Enclosures

FILED

2023 JAN -3 PM 6:00

SECRETARY OF STATE  
TALLAHASSEE, FL

**RESTATED ARTICLES OF INCORPORATION OF  
CENTRAL FLORIDA AUTO WHOLESALE, INC.**

TO THE SECRETARY OF STATE  
OF THE STATE OF FLORIDA:

Pursuant to the Florida Business Corporation Act, Central Florida Auto Wholesale, Inc. hereby amends and restates its articles of incorporation as follows, effective as of August 18, 2022:

ARTICLE I.

Name

The name of the corporation is Central Florida Auto Wholesale, Inc. (the "Corporation").

ARTICLE II.

Principal Office

The street address of the Corporation's principal office is 3450 W. Colonial Drive, Orlando, Florida, 32808.

ARTICLE III.

Capital Stock

The aggregate number of shares which the Corporation is authorized to issue is 100 shares of common stock with a par value of \$1.00.

ARTICLE IV.

Registered Office and Registered Agent

The address of the registered office of the Corporation is 3450 W. Colonial Drive, Orlando, Florida, 32808 and its registered agent at such address is John Finn.

ARTICLE V.

Bylaws and Restrictions

The Bylaws of the Corporation and/or Shareholder Agreements may contain certain provisions restricting the transfer of shares of the Corporation and the voting rights of shareholders may be subject to any conditions agreed to in the initial subscription agreement, or any other shareholder agreements.

The stock owned by any shareholder shall automatically be subject to a lien in favor of the Corporation for any debts due from such shareholder to the Corporation and all certificates of stock

issued by the Corporation shall carry notations thereon to this effect.

#### ARTICLE VI.

##### Purpose

The purpose or purposes which the Corporation is authorized to pursue is any and all lawful business for which the Corporation may be incorporated under the Florida Business Corporation Act.

#### ARTICLE VII.

##### Number of Directors

The number of directors of the Corporation shall be determined from time to time as set forth in the Bylaws of the Corporation. The Bylaws shall further set forth the duration of directorship and the mechanism for removal.

#### ARTICLE VIII.

##### Limitation on Liability of Directors

A director of this Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders; (ii) for acts or omissions not in good faith or which involve intentional misconduct or knowing violation of law; (iii) for a transaction from which the director derived an improper personal benefit; or (iv) for unlawful distributions as provided in the Florida Business Corporation Act. If the Florida Business Corporation Act is hereafter changed to permit further elimination or limitation of the liability of directors for monetary damages to the Corporation or its shareholders, then the liability of a director of this Corporation shall be eliminated or limited to the fullest extent then permitted. Any repeal or modification of this Article by the shareholders of the Corporation shall be prospective only and shall not adversely affect any limitation on the personal liability, or any other right or protection, of a director of the Corporation with respect to any state of facts existing at or prior to the time of such repeal or modification.

#### ARTICLE IX.

##### Indemnification of Officers and Directors

The Corporation shall indemnify and advance expenses for the benefit of any officer or director of the Corporation when a bona fide claim is made against such officer or director and the claim arises out the ordinary acts and doings of such officer and/or director in the ordinary course of business to the fullest extent permitted under the laws of the State of Florida, as may be amended.

#### ARTICLE X.

##### Supersede Prior Articles

The undersigned hereby certifies that these Restated Articles of Incorporation:

- (1) Consolidate all amendments into a single document;

(2) Were duly approved by the shareholders casting the number of votes sufficient for approval in the manner required by the Act and by the corporation's Articles of Incorporation, as amended; and

(3) Supersede and replace the corporation's original Articles of Incorporation, as amended.

Dated August 18, 2022.

Central Florida Auto Wholesale, Inc.

By: \_\_\_\_\_

Brian Berkenpas, President