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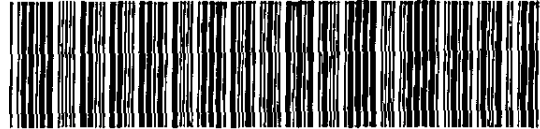
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DIVISION OF CORPORATIONS  
05 JUL 18 PM 3:19

**CHRIS A. CAMPBELL**  
**614 Hummingbird Drive**  
**Indialantic, Florida 32903**  
**321-779-0724**

July 12, 2005

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

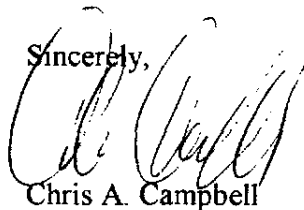
Re: Incorporation of **Macallan Enterprises, Inc.**, a profit corporation

Dear Sir or Madam:

Enclosed please find an original and one (1) copy of the Articles of Incorporation for Macallan Enterprises, Inc., a Registered Agent Designation, and a check in the amount of \$87.50, for the filing fees, a certified copy, and a certificate of status.

Thank you for your assistance in this matter. Should you have any questions, please do not hesitate to contact me at the number above.

Sincerely,



Chris A. Campbell

CAC/jt  
Enclosures

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SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
05 JUL 18 PM 3:19

**ARTICLES OF INCORPORATION  
OF  
MACALLAN ENTERPRISES, INC.**

The undersigned subscriber, a natural person competent to contract, hereby files these Articles of Incorporation in order to form a corporation under the laws of the State of Florida.

**ARTICLE I. NAME**

The name of this Corporation shall be *Macallan Enterprises, Inc.*

**ARTICLE II. PRINCIPAL PLACE OF BUSINESS**

The principal place of business of *Macallan Enterprises, Inc.* shall be 614 Hummingbird Drive, Indialantic, Florida 32903, and the mailing address shall be the same.

**ARTICLE III. NATURE OF BUSINESS**

The general nature of the business and activities to be transacted and carried on by this Corporation pursuant to Florida Statutes §607.0301 are as follows:

- a. To engage in all types of automotive leasing and related services.
- b. To engage in any and all activities permissible under the laws of the State of Florida.
- c. To acquire by purchase, gift, devise, bequest or otherwise, to manufacture or construct to own, use, hold and develop, to dispose of by sale, exchange or otherwise to lease, mortgage to pledge, assign and generally to deal in and with real and personal property of every sort and description, services, goodwill, franchises, inventions, patents, copyrights, trademarks, trade names and licenses, and interests of any sort in any such property.
- d. To enter into and perform contracts of every sort and description, with any person, firm, association, corporation, municipality, county, state, nation or other body politic, or with any colony, dependence or agency of any of the foregoing.
- e. To issue, execute, deliver, endorse, buy, sell, draw, accept and discount notes, drafts, letters of credit, checks and other bills of exchange and other

evidences of indebtedness.

f. To borrow money, to lend money and extend credit, without limit in either case as to amount, in such amounts as the Board of Directors may from time to time determine; to guarantee and act as surety with respect to the debts of any other person, firm, association or corporation without regard to the interest of this Corporation in any debt so guaranteed or assured or in such other person, firm, association or corporation and to secure any direct or contingent indebtedness of the Corporation by the execution and delivery of mortgages, pledges, assignments, transfers in trust or other instruments appropriate for encumbering any or all of the property of the Corporation, or any interest therein.

g. To acquire, by purchase, merger or otherwise, all or any part of the goodwill, rights, property and business of any person, firm, association or corporation, in connection therewith to assume liabilities of any person, firm, association or corporation, and, in consideration of any such acquisition, to pay cash, to deliver stocks, bonds, other securities, or property of any other kind.

h. To issue, execute, deliver, guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, assign and otherwise deal in and with shares of capital stock, bonds, debentures, other evidences of indebtedness and any other securities of any description created, issued, or delivered by this Corporation or by any other corporation, association, person or firm of the State of Florida or of any other state or nation, and while owner thereof, to exercise, to the extent permitted by law, all the rights, powers and privileges of ownership including, without limitation, the right to vote stock or other securities having voting rights as attributes.

i. In general, to carry on any business and to have and exercise all of the powers conferred by the laws of the State of Florida, and to do any or all of the things hereinbefore set forth as principal, agent, or otherwise, either alone or in conjunction with others, in any part of the world.

j. To perform every act necessary or proper for the accomplishment of the objects and purposes enumerated or for the protection and benefit of the Corporation.

k. The objects and purposes specified in the foregoing clauses of this Article shall, unless expressly limited, not be limited or restricted by reference to, or inference from, any provision in this or any other Article of these Articles of Incorporation, shall be regarded as independent objects and purposes and shall be construed as powers as well as objects and purposes.

#### ARTICLE IV. STOCK

The authorized capital stock of this Corporation shall consist of 100 shares of Common Stock with a par value of \$1.00.

The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Stockholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreement.

#### ARTICLE V. CAPITAL

The amount of capital with which the Corporation shall begin business shall not be less than One Thousand (\$1,000.00) Dollars.

#### ARTICLE VI. DURATION

The Corporation shall commence upon the filing of these Articles of Incorporation by the Department of State and shall exist perpetually unless dissolved according to law.

#### ARTICLE VII. INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation in the State of Florida shall be 614 Hummingbird Drive, Indialantic, FL 32903. The name of the initial Registered Agent at such address is Chris A. Campbell. The Board of Directors may from time to time move the registered office to any other address in Florida and may establish branch and other offices within or without the State of Florida.

#### ARTICLE VIII. NUMBER OF DIRECTORS

The business of this Corporation shall be managed by a Board of Directors consisting of one (1) or more members, the exact numbers to be determined from time to time in accordance with the Bylaws.

#### ARTICLE IX. INITIAL BOARD OF DIRECTORS

The name and street addresses of the initial directors who shall hold office until the first annual meeting of stockholders, and thereafter until a successor or successors are elected as follows:

<u>Name</u>	<u>Address</u>
Chris A. Campbell	614 Hummingbird Drive Indialantic, FL 32903

ARTICLE X. OFFICERS

This Corporation shall have a President, a Vice President, a Secretary/Treasurer, and may have additional and assistant officers including, without limitation thereto, a Chairman of the Board of Directors, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. A person may hold more than one office except that the President may not also be the Secretary or an Assistant Secretary.

ARTICLE XI. BYLAWS

The Board of Directors shall adopt Bylaws for the Corporation. The Bylaws may be amended, altered or repealed by the stockholders or Directors in any manner permitted by the Bylaws.

ARTICLE XII. AMENDMENT

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon stockholders hereunder are granted subject to this reservation.

ARTICLE XIII. INCORPORATOR AND SUBSCRIBER

The name and address of the Incorporator and Subscriber of these Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Chris A. Campbell	614 Hummingbird Drive Indialantic, FL 32903

IN WITNESS WHEREOF, the undersigned, being the original subscriber to the foregoing Articles of Incorporation, has hereunder set his hand and seal this 15 day of July, 2005.

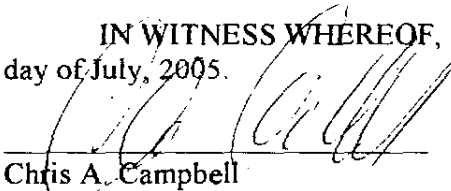
Chris A. Campbell

STATE OF FLORIDA  
COUNTY OF BREVARD

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned, CHRIS A. CAMPBELL, who is personally known to me/has shown me the following identification FL DRV. #C51410149-328 and being first duly sworn states that

he is subscriber, and incorporator of **MACALLAN ENTERPRISES, INC.**, that he has read the foregoing Articles of Incorporation and executed same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this day of July, 2005.

  
Chris A. Campbell

  
NOTARY PUBLIC, State of Florida

Typed or Printed Name

Serial Number

My Commission Expires



**Certificate of Designation**  
**Registered Agent/Registered Office**

Pursuant to the provisions of Section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: ***Macallan Enterprises, Inc.***
2. The name and address of the registered agent and office is:

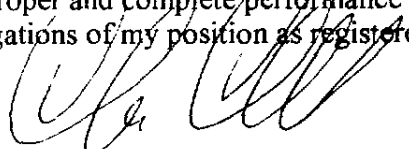
Chris A. Campbell  
614 Hummingbird Drive  
Indialantic, FL 32903

  
\_\_\_\_\_  
CHRIS A. CAMPBELL  
Signature (Corporate Officer)

  
\_\_\_\_\_  
Title

7/15/05  
\_\_\_\_\_  
Date

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

  
\_\_\_\_\_  
CHRIS A. CAMPBELL  
Signature

7/15/05  
\_\_\_\_\_  
Date

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DIVISION OF CORPORATIONS  
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