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TALLAHASSEE FLORIDA

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DIVISION OF CORPORATION

9/21/05

THE LAW OFFICE OF  
**H. RICHARD BISBEE, P.A.**  
*A Professional Association*

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September 20, 2005

FILED  
2005 SEP 20 AM 11:00  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

**Via Hand Delivery**

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Articles of Incorporation**

Dear Sir or Madame:

Please find enclosed the following for filing:

**1. Articles of Incorporation of Customer First Auto Care, Inc.**

Attached is this firm's check for \$78.75, representing the Department's filing fee, registered agent designation, and cost for a certified copy of the Articles as filed.

Thank you.

Sincerely,



H. Richard Bisbee

/hrb  
Encl.

**ARTICLES OF INCORPORATION**

**OF**

**CUSTOMER FIRST AUTO CARE, INC.**

**FILED**

2005 SEP 20 AM 11:00

SECRETARY OF STATE  
TALLAHASSEE FLORIDA

In compliance with the requirements of F.S. Chapter 607, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation for the purpose of organizing a business corporation.

**ARTICLE I**  
**CORPORATE NAME**

The name of the corporation ("Corporation") is **Customer First Auto Care, Inc.**

**ARTICLE II**  
**CORPORATE EXISTENCE**

The existence of the corporation shall begin upon the filing of the Articles of Incorporation with the Florida Department of State, Division of Corporations.

**ARTICLE III**  
**PRINCIPAL OFFICE**

The street address of the principal office of the Corporation is 1765 Broken Bow Trail, Tallahassee, Florida 32312.

**ARTICLE IV**  
**CORPORATE PURPOSES**

The purpose for which this corporation is organized is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Act of Florida (Chapter 607, Florida Statutes), including but not limited to the operation of an auto care repair and maintenance service business. The Corporation shall be authorized to conduct its business or hold property in any part of the United States and its possessions and foreign countries.

**ARTICLE V**  
**SHARES**

The maximum number of shares this Corporation is authorized to issue is ONE THOUSAND (1000), all of which shall be Common Shares having a par value of \$.01 cent per share. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share on all matters on which shareholders have the right to vote. The Corporation, in the discretion and upon resolution of the Board of Directors, may

at any time and from time to time issue and create optional rights to purchase or subscribe for shares of stock of the corporation. Such stock may be issued and disposed of for such kind and amount of consideration and to such persons, friends, and corporations, and such optional rights may be created, at once or other evidence of such rights issued, on such terms, at such prices, and in such manner as may be determined by resolution adopted by the Board of Directors, subject to any provision of law then applicable.

#### **ARTICLE VI** **REGISTERED OFFICE**

The initial street address of the Corporation's registered office is 1882 Capital Circle, N.E., Suite 206, Tallahassee, Florida 32308. The initial registered agent for the Corporation at that address is **H. RICHARD BISBEE, ATTORNEY AT LAW.**

#### **ARTICLE VII** **BOARD OF DIRECTORS**

The initial Board of Directors shall consist of one (1) member. The number of directors may be either increased or decreased from time to time by an amendment of the bylaws of the corporation in the manner provided by law, but in no event shall be less than one. The names and address of the persons who will serve on the initial board of directors are:

| <b><u>Name</u></b>    | <b><u>Address</u></b>                                       |
|-----------------------|---|
| <b>Brian R. Kalem</b> | <b>1765 Broken Bow Trail<br/>Tallahassee, Florida 32312</b> |

#### **ARTICLE VIII** **SIGNATORIES**

The names and street addresses of the persons signing these Articles of Incorporation are:

| <b><u>Name</u></b>    | <b><u>Address</u></b>                                       |
|-----------------------|---|
| <b>Brian R. Kalem</b> | <b>1765 Broken Bow Trail<br/>Tallahassee, Florida 32312</b> |

#### **ARTICLE IX** **OFFICERS**

The officers of the corporation shall be a president, a vice president, a secretary, and a

treasurer, and any other officers and assistant officers as may be deemed necessary, and as shall be approved, by the board of directors. Any two or more offices may be held by the same person.

#### **ARTICLE X** **INDEMNIFICATION**

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

#### **ARTICLE XI** **AMENDMENT AND BYLAWS**

In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered, in the manner provided in the bylaws of the corporation, to make, alter, amend and repeal the bylaws of the corporation in any respect not inconsistent with the laws of the State of Florida or with the Articles of Incorporation.

In addition to the powers and authorities hereinbefore or by statute expressly conferred upon it, the Board of Directors may exercise all such powers and do all such acts as may be exercised or done by the corporation, subject, nevertheless, to the provisions of the laws of the State of Florida, these Articles of Incorporation, and the bylaws of the Corporation.

Whenever the vote of stockholders at a meeting thereof is required or permitted to be taken for or in connection with any corporate action, the action may be taken with the written consent of the holders of a majority of the stock, or a greater percentage where required by statute; provided that prompt notice must be give to all stockholders of the taking of corporate action without a meeting.

The Corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein granted are subject to these reservations.

#### **ARTICLE XII** **PREEMPTIVE RIGHTS**

Every shareholder, upon the sale for cash by this corporation of any shares of new capital stock of the same kind, class or series, as that which the shareholder already holds, shall have the preemptive right to purchase a pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which shares are offered to others.

#### **ARTICLE XIII** **TRANSFER RESTRICTIONS**

No shareholder shall have the right to sell, assign, pledge or encumber, transfer, or otherwise dispose of any shares of the capital stock of this corporation, without first offering such shares for sale to this corporation, at the net asset value thereof. Such offer shall be in writing, signed by the shareholder, sent by registered or certified mail to this corporation at its registered office address, and open for acceptance by this corporation for a period of fifteen (15) days from the date of mailing. If this corporation fails or refuses, within such period to make satisfactory arrangements for the purchase of such shares, the shareholder shall have the right to dispose of such shares without any further restrictions.

On the death of any shareholder, this corporation shall have the right to purchase any shares of capital stock of this corporation owned by the shareholder immediately prior to the shareholder's death, on the terms set forth above, and this provision shall be binding upon the personal representative of the shareholder.

Each stock certificate issued by the corporation shall carry the following legend:

"These Shares Are Held Subject To Certain Transfer Restrictions  
Imposed By This Corporation's Articles of Incorporation, A Copy  
Of Which Is On File At This Corporation's Principal Office."

IN WITNESS WHEREOF, the undersigned incorporator has executed  
these Articles of Incorporation this 20<sup>th</sup> day of September, 2005.

Signature: \_\_\_\_\_

Incorporator

Printed Name: **Brian R. Kalem**

**STATE OF FLORIDA**  
**COUNTY OF LEON**

Sworn to and subscribed before me this \_\_\_\_ day of September, 2005, by **Brian R. Kalem**, ☒ to me known; ( ) who produced the following  
identification: \_\_\_\_\_

\_\_\_\_\_  
Notary Public -- State of Florida

\_\_\_\_\_  
Print, Type, or Stamp  
Commissioned Name of Notary Public



H. Richard Bibbee  
MY COMMISSION # DD107516 EXPIRES  
April 9, 2006  
BONDED THRU TROY FAIR INSURANCE, INC.

**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for **Customer First Auto Care, Inc.** at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 607.0501(3).

Signature: \_\_\_\_\_

Printed Name H. Richard Bisbee  
And Address: Attorney at Law  
1882 Capital Circle N.E., Suite 206  
Tallahassee, Florida 32308  
Telephone: (850) 386-5300  
Date: September 20, 2005

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