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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Hampton NOV 18 2005

**BERRIEN H. BECKS, SR., P.A.**

ATTORNEY AT LAW

November 10, 2005

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BECKS BUILDING  
125 N. RIDGEWOOD AVENUE

MAILING ADDRESS:  
P.O. DRAWER 2140  
DAYTONA BEACH, FLORIDA 32115-2140

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, Florida 32301

Re: AFFORDABLE TIRE OUTLET, INC.

Gentlemen:

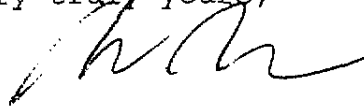
Enclosed please find the Articles of Incorporation regarding the above corporation. Please file same and forward a certified copy of the Articles to my office.

Also enclosed is a check for \$78.75 to cover the following costs and fees:

Filing Fee	\$35.00
Certified Copy	8.75
Registered Agent	<u>35.00</u>
	\$78.75

Thank you for your assistance in this matter.

Very truly yours,



BERRIEN H. BECKS, SR., P. A.

BHB, SR/j

Enclosures

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
AFFORDABLE TIRE OUTLET, INC.

The undersigned subscriber, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida, and adopts the following Articles of Incorporation:

ARTICLE I - NAME

The name of the corporation shall be AFFORDABLE TIRE OUTLET, INC.

ARTICLE II - PRINCIPAL PLACE OF BUSINESS

The initial principal place of business of this corporation in the State of Florida shall be 173 Boulder Rock Drive, Palm Coast, Florida 32137. The Board of Directors from time to time may move the principal office to any other address in Florida.

ARTICLE III - NATURE OF BUSINESS

The general purposes for which the corporation is organized are:

1. To transact any lawful business for which corporations may be incorporated under the laws of Florida;
2. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCK

The maximum number of shares of common stock that this corporation is authorized to have outstanding at any one time is One Hundred (100) shares, having a par value of One Hundred Dollars (\$100) per share.

ARTICLE V - REGISTERED AGENT

The name of the initial registered agent of the corporation shall be WILLIAM G. PENNINGTON. The street address of the initial registered office shall be 173 Boulder Rock Drive, Palm Coast, Florida 32137.

ARTICLE VI - INITIAL CAPITAL

The amount of capital with which this corporation will begin business is Ten Thousand Dollars (\$10,000).

ARTICLE VII - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VIII - DIRECTORS

This corporation shall initially have One (1) Director. The name and street address of the initial member of the Board of Directors is:

<u>Name</u>	<u>Address</u>
WILLIAM G. PENNINGTON	173 Boulder Rock Drive Palm Coast, Florida 32137

ARTICLE IX - INCORPORATOR

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

<u>Name</u>	<u>Address</u>
WILLIAM G. PRNNINGTON	173 Boulder Rock Drive Palm Coast, Florida 32137

ARTICLE X - AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XI - PREEMPTIVE RIGHTS

Every stockholder, upon the sale for cash or any new stock of the same kind, class or series as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others; which price, in the case of par value shares, may be in excess of par.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of November, 2005.


  
\_\_\_\_\_  
William G. Pennington

STATE OF FLORIDA  
COUNTY OF VOLUSIA

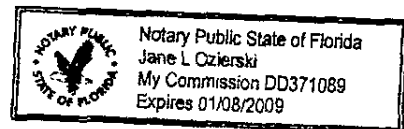
BEFORE ME, a Notary Public authorized to take acknowledgments

in the State and County set forth above, personally appeared WILLIAM G. PENNINGTON, to me known to be the person who executed the foregoing Articles of Incorporation, and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the State and County aforesaid, this 10th day of November, 2005.

  
\_\_\_\_\_  
Notary Public, State of Florida

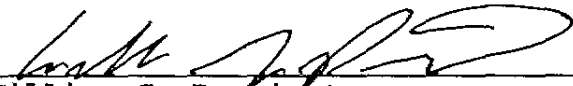
My Commission expires:



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

In compliance with Section 48.091, Florida Statutes, the following is submitted:


That AFFORDABLE TIRE OUTLET, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Palm Coast, State of Florida, has named WILLIAM G. PENNINGTON, located at 173 Boulder Rock Drive, City of Palm Coast, State of Florida 32137, as its Agent to accept service of process within Florida.

  
\_\_\_\_\_  
William G. Pennington

Title: President

Date: November 10, 2005

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all Statutes relative to the proper and complete performance of my duties.

  
\_\_\_\_\_  
William G. Pennington, Resident Agent

Date: November 10, 2005