

P080000019675

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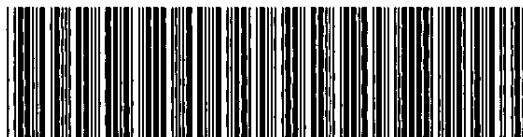
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FILED
2008 OCT -8 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Amend

TB

10/9/08

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: DEPENDABLE CHEAP CARS, INC.

DOCUMENT NUMBER: P08000019675

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven Lulich, Esq.

(Name of Contact Person)

Steven Lulich, P.A.

(Firm/ Company)

1069 Main St.

(Address)

Sebastian, FL 32958

(City/ State and Zip Code)

For further information concerning this matter, please call:

Steven Lulich, Esq.

(Name of Contact Person)

at (772) 589 5500

(Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☒ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy
is enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 3, 2008

STEVEN LULICH, P.A.
1069 MAIN STREET
SEBASTIAN, FL 32958

SUBJECT: DEPENDABLE CHEAP CARS, INC.
Ref. Number: P08000019675

We have received your document for DEPENDABLE CHEAP CARS, INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must have original signatures.

The method of adoption should be the same on both forms submitted.

The amendment must be adopted in one of the following manners:

(1) If an amendment was approved by the shareholders, one of the following statements must be contained in the document.

(a) A statement that the number of votes cast for the amendment by the shareholders was sufficient for approval, -or-

(b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

(2) If an amendment was adopted by the incorporators or board of directors without shareholder action.

(a) A statement that the amendment was adopted by either the incorporators or board of directors and that shareholder action was not required.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

Letter Number: 008A00052473

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 OCT - 8 AM 8:00

RECEIVED

LAW OFFICES
STEVEN LULICH, P.A.

STEVEN LULICH
Attorney & Consultant

steve@lulich.com
www.lulich.com

P.O. BOX 781390
SEBASTIAN, FL 32978-1390
(772) 589-5500
(772) 589-8800 (Facsimile)

RICHARD BROWN
"Of Counsel"

October 6, 2008

Florida Department of State
Division of Corporations
Clifton Bldg.
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Dependable Cheap Cars, Inc.


Dear Sir/Madame:

Please find enclosed the original Amendment and Articles. Please note that the physical address of the corporation is 927 7th Ave., Vero Beach, FL 32962.

Please return the Certificate of Status in the enclosed Federal Express envelope.

Thank you for your attention to this matter.

Sincerely,


Steven Lulich

SL(gmw)
enc.

VIA FEDERAL EXPRESS

Articles of Amendment
to
Articles of Incorporation
of

DEPENDABLE CHEAP CARS, INC.

(Name of corporation as currently filed with the Florida Dept. of State)

P08000019675

(Document number of corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this **Florida Profit Corporation** adopts the following amendment(s) to its Articles of Incorporation:

NEW CORPORATE NAME (if changing):

N/A

(Must contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.")
(A professional corporation must contain the word "chartered", "professional association," or the abbreviation "P.A.")

AMENDMENTS ADOPTED- (OTHER THAN NAME CHANGE) Indicate Article Number(s) and/or Article Title(s) being amended, added or deleted: **(BE SPECIFIC)**

SEE ATTACHED - AMENDMENT TO THE ARTICLES OF INCORPORATION OF THE SAID CORPORATION

AS TO TOTALLY REVISE THE PREVIOUS ARTICLES AND AMENDMENT AND REPLACE THE ARTICLES IN STEAD.

(Attach additional pages if necessary)

If an amendment provides for exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself: (if not applicable, indicate N/A)

N/A

(continued)

FILED
2008 OCT -8 PM 3:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The date of each amendment(s) adoption: 9/16/08

Effective date if applicable: 9/16/08
(no more than 90 days after amendment file date)

Adoption of Amendment(s) (CHECK ONE)

☒ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

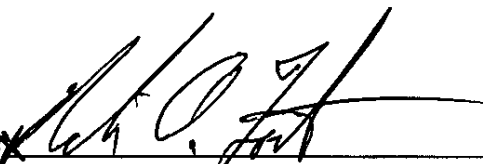
☐ The amendment(s) was/were approved by the shareholders through voting groups. *The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by _____"
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signature



(By a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Nick A. Fornicola

(Typed or printed name of person signing)

President

(Title of person signing)

FILING FEE: \$35

ARTICLES OF AMENDMENT
OF
DEPENDABLE CHEAP CARS, INC.

KNOW ALL MEN BY THESE PRESENTS:

We the undersigned, Nick A. Fornobaio, President and Treasurer and Eddie Rivera, Vice-President and Secretary of DEPENDABLE CHEAP CARS, INC., a for profit corporation, do hereby certify that on September ¹⁶16, 2008, the Board of Directors and the members of the Corporation did adopt this amendment to the Article of Incorporation of the said Corporation as to totally revise the previous Articles and Amendment and replace the Articles in stead as follows and the amendments were approved by the shareholders. the number of votes cast for the amendment by the shareholders were sufficient for approval.

ARTICLE I

NAME

The name of the corporation shall be DEPENDABLE CHEAP CARS, INC., a Florida Corporation.

ARTICLE II

NATURE OF BUSINESS

The nature of the business and the objects and purposes to be transacted, promoted and carried on are to do any or all of the things herein mentioned.

1. Sale of used cars.

2. To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, explore, improve, operate, lease, enjoy, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, lands, patents, franchise, rights, privileges, easements, tenements, estates, hereditaments, interests , and properties of every kind, nature and description whatsoever.

3. To manufacture, purchase or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

4. To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, country, territory, state, government, or colony, or dependency thereof.

5. To acquire and to make payment therefore in cash or in stock or bonds of the corporation, or by undertaking or assuming the obligations and liabilities of the transferror, or in any other way, the good will, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchases; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all the powers necessary or convenient for the conduct and the management thereof.

6. To adopt, apply for, obtain, register, produce, take, purchase, exchange, lease, hire, acquire, assure, own, hold, use, operate, contract or negotiate for, take licenses or other rights in respect of, sell, transfer, grant licenses and rights in respect of, manufacture under, introduce, sell, assign, collect the royalties on, mortgage, pledge, create liens upon, or otherwise dispose of, deal in, and turn to account, letter patent, patents, patents rights, patents applied for or to be applied for, trademarks, trade names and symbols, distinctive marks and indications of origin or ownership, copyrights, licenses, processes, data, and formula of any and all kinds granted by, or recognized under or pursuant to the laws of the United States of America, or any other country or countries whatsoever, and with a view to the working and development of the same, to carry on any business, whether manufacturing or otherwise, which the corporation may think calculated, directly or indirectly, to effectuate these objects.

7. To underwrite, subscribe for, purchase, invest in, or reinvest, acquire, hold, pledge, hypothecate, exchange, sell, within the State of Florida, in other states, the District of Columbia, the territories, colonies, and dependencies of the United States, and in foreign countries, without restriction as to place or amount, but subject to the laws of such state, district, territory, colony, dependency or country.

IN GENERAL, to do any or all of the things herein set forth to the same extent as natural persons rightfully might or could do and in any part of the world, as principals, agents, contractors, trustees or otherwise, within or without the State of Florida, either alone or in company with others, and to carry on any other

business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden and with all the powers conferred upon corporations by the laws of the State of Florida.

It is the intention that each of the objects, purposes, and powers specified in each of the paragraphs of this Article II of this Certificate of Incorporation shall, except where otherwise specified, be no wise limited or restricted by reference to or inference from the terms of any other paragraph or by any other article in this Certificate of Incorporation, but that the objects, purposes, or paragraphs of this Certificate shall be regarded as independent objects, purposes and powers of this corporation, nor shall the expression of one thing be deemed to exclude another, although it be of like nature. The numeration of objects or purposes herein shall not be deemed to exclude or in any way limit by inference any powers, objects or purposes which this corporation is empowered to exercise, whether expressly by force of the laws of the State of Florida, now or hereafter in effect, or impliedly by any reasonable construction of said law.

ARTICLE III

STOCK

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 100 shares of common stock, having a par value of ONE DOLLAR (\$1.00) each.

All stock issued by this corporation shall be fully paid and shall be transferable only on the books of the corporation.

The whole or any part of the capital stock of this corporation shall be payable in lawful money of the United States of America,

or property, labor, or services at a just valuation to be fixed by the Directors. Property or labor may also be purchased with the capital stock at such valuation as shall be fixed by the Directors or shareholders.

The authorized shares of stock without par value may be issued by this corporation from time to time for such consideration as may be fixed from time to time by the Board of Directors or shareholders. Any and all such shares issued and for which the full consideration has been paid or delivered, shall be deemed fully paid stock and holder of such shares shall not be liable for any further call or assessment or any other payment thereon.

The shares of stock to be issued by the corporation shall be subject to the following provisions and restrictions upon sales and transfer thereof.

In the event that a stockholder, by which term is included the executors, administrators, heirs, legatees and the nominee or personal representative of any stockholder shall desire to sell, assign, give or transfer, any shares of stock in the corporation, such stockholder must, by giving written notice of such desire to a majority of the Board of Directors, first afford to the corporation or the nominee or its Board of Directors the right and privilege for thirty (30) days to purchase the same at the price set by the Shareholders at their annual meeting, in writing, made to each stockholder for the purchase of such share or shares of stock, by a person, firm or corporation, ready, willing and able to buy such stock at the price so offered to be paid, and no stock of the corporation shall be transferred upon its books unless the foregoing provision has been complied with, and any attempt to transfer such stock in any other manner will be void.

ARTICLE IV

TERM

The corporation shall continue perpetually unless sooner dissolved according to law.

ARTICLE V

PREEMPTIVE RIGHTS

Every share holder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his pro-rata share thereof at the price at which it is offered to others

ARTICLE VI

CAPITAL

The minimum amount of capital with which this corporation shall begin business under the authority of this Certificate of Incorporation shall be the sum of ONE HUNDRED DOLLARS (\$100.00).

ARTICLE VII

INITIAL ADDRESS

The initial address of the principal office of the proposed corporation in the State of Florida is 927 7th Ave., Vero Beach, FL 32962.

ARTICLE VIII

DIRECTORS

The names and post office addresses of the first Board of Directors of the Corporation, who, subject to the provisions of this Certificate of Incorporation and the By-Laws and General

Corporation Law of the State of Florida, shall hold office for the first year of the Corporation's existence or until their successors are elected and have qualified, are as follows:

<u>NAME</u>	<u>DIRECTOR</u>	<u>ADDRESS</u>
Eddie Rivera		927 7th Ave., Vero Beach, FL 32962
Nick A. Fornabaio		927 7th Ave., Vero Beach, FL 32962

There shall be two (2) directors initially, the number may be increased as the By-Laws may provide, but in no case less than one.

ARTICLE IX

SUBSCRIBERS AND OFFICERS

The names and addresses of each subscriber of these Articles of Incorporation and a statement of the number of shares of stock subscribed by each is as follows:

Eddie Rivera	510 shares
Nick A. Fornabaio	490 shares

The names and addresses of the corporation officers for the first term are:

<u>NAME</u>	<u>OFFICER</u>	<u>ADDRESS</u>
Eddie Riveria	Secretary & Vice President	927 7th Ave., Vero Beach, FL 32962
Nick A. Fornabaio	President & Treasurer	927 7th Ave., Vero Beach, FL 32962

ARTICLE X

OTHER PROVISIONS

1. The corporation shall be managed and operated by a Board of Directors; the Board shall be appointed by a majority of the stockholders.

2. The Board of Directors shall appoint any officers they deem necessary to carry on the business of the Corporation. A president, and a secretary treasurer shall be appointed by the Board.

3. A majority of the shareholders may dismiss any director or officer at any time without the necessity of showing cause.

4. All stockholders, directors and officers of the Corporation shall be subject to any and all provisions set out in the By-Laws of the Corporation which shall be adopted within fifteen (15) days of the approval of these Articles of Incorporation.

ARTICLE XI

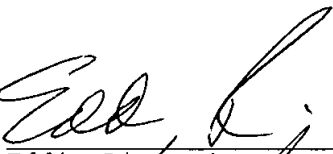
REGISTERED AGENT

In pursuance of Chapter 48.901, Florida Statutes, the following is submitted in compliance with said Act:

That DEPENDABLE CHEAP CARS, INC., a Florida corporation, a Corporation duly organized and existing under the laws of the State of Florida, with its principal office, as indicated in Article VII, has named: Nick A. Fornabaio as its agent to accept service of process with this State.

The registered office is: 927 7th Ave., Vero Beach,
FL 32962

IN WITNESS WHEREOF, the undersigned subscribers have executed these articles this 16th day of September, 2008.



Eddie Rivera



Nick A. Fornabaio

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 DEPENDABLE CHEAP CARS, 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 Sebastian, County of Indian River, State of Florida, has named Nick A. Fornabaio located at 927 7th Ave., Vero Beach, Fl 32962, County of Indian River, City of Vero Beach, State of Florida, as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

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: 

Nick A. Fornabaio