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SHUMAKER LOOP KENDRICK

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FLORIDA PROFIT/NON PROFIT CORPORATION

Carbiz Auto Credit IN2, Inc.

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**ARTICLES OF INCORPORATION OF  
CARBIZ AUTO CREDIT IN2, INC.**

The undersigned, acting as incorporator of a Florida corporation under the Florida Business Corporation Act, Chapter 607 of the Florida Statutes (the "Act"), hereby adopts the following Articles of Incorporation for such Corporation:

**ARTICLE I  
NAME**

The name of the corporation is **CARBIZ AUTO CREDIT IN2, INC.** (the "Corporation").

**ARTICLE II  
PRINCIPAL OFFICE AND MAILING ADDRESS**

The address of the Corporation's principal office and mailing address is 7115 16th Street E., Unit #105, Sarasota, FL 34243.

**ARTICLE III  
PURPOSE**

The Corporation is organized for the purpose of transacting any and all lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE IV  
CAPITAL STOCK**

The total number of shares of all classes of capital stock which the Corporation shall have the authority to issue is One Thousand Five Hundred (1,500) shares of common stock, no par value per share.

**ARTICLE V  
INITIAL REGISTERED AGENT AND OFFICE**

The name of the initial registered agent of the Corporation and the street address of the initial registered office of the Corporation are as follows:

Michael H. Robbins  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, Florida 33602

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**ARTICLE VI**  
**INITIAL BOARD OF DIRECTORS**

The Corporation shall have initially three directors to hold office until the first annual meeting of shareholders and until their successors shall have been elected and qualified, or until their earlier resignation, removal from office or death. The number of directors may be either increased or decreased from time to time in accordance with the Bylaws of the Corporation. The name and address of the initial directors of the Corporation are:

Carl Ritter  
7115 16th Street E., Unit #105,  
Sarasota, Florida 34243

Ross Lye  
7115 16th Street E., Unit #105,  
Sarasota, Florida 34243

Stanton Heintz  
7115 16th Street E., Unit #105,  
Sarasota, Florida 34243

**ARTICLE VII**  
**OUTSIDE DIRECTOR**

(a) The Corporation shall at all times beginning February 20, 2009 maintain at least one independent director (an "Outside Director"), who shall not be at the time of such individual's appointment as Outside Director, and may not have been at any time during the preceding five (5) years, a shareholder of, or an officer, director or employee of (i) the Corporation or any of its subsidiaries, or (ii) the shareholder of the Corporation, or any of its subsidiaries or shareholders.

(b) Without the authorization and direction of its Outside Director, the Corporation shall not: institute proceedings for itself to be adjudicated bankrupt or insolvent; consent to the institution of a bankruptcy or insolvency proceeding against it; file a petition seeking, or consent to, reorganization or relief under any applicable federal or state law relating to bankruptcy; consent to the appointment of a receiver, liquidator, assignee, trustee, sequestration (or other similar official) for itself or a substantial part of its property; make any assignment for the benefit of creditors; or admit in writing its inability to pay its debts generally as they become due.

(c) Without the affirmative vote of its Outside Director, the Corporation shall not: for itself (i) liquidate or dissolve, in whole or in part; or (ii) amend this Article VII of the Articles of Incorporation or amend its bylaws containing provisions similar to those contained in this Article VII.

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**ARTICLE VIII**  
**INCORPORATOR**

The name and address of the person signing these Articles as Incorporator are:

Stanton Heintz  
7115 16th Street E., Unit #105,  
Sarasota, Florida 34243

**ARTICLE IX**  
**INDEMNIFICATION**

The Corporation shall, to the full extent permitted by Florida law, indemnify any person who is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise. The Corporation may, to the full extent permitted by Florida law, indemnify any person who is or was an employee or agent of the Corporation or was serving at the request of the Corporation as an employee or agent of another corporation, partnership, joint venture, trust or other enterprise.

**ARTICLE X**  
**LIABILITY FOR MONETARY DAMAGES**

No director of the Corporation shall be personally liable to the Corporation or any other person for monetary damages for any statement, vote, decision or failure to act regarding corporate management or policy by such director as a director, except for liability under the Act and other applicable law. If the Act is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Act as so amended.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this 5<sup>th</sup> day of February 2009.

  
\_\_\_\_\_  
Stanton Heintz, Incorporator

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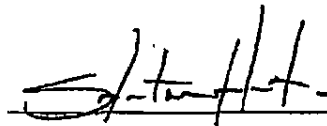
**CERTIFICATE OF DESIGNATION  
REGISTERED AGENT/REGISTERED OFFICE**

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 **CARBIZ AUTO CREDIT IN2, INC.**
2. The name and address of the registered agent and office are:

Michael H. Robbins  
Shumaker, Loop & Kendrick, LLP  
101 E. Kennedy Blvd., Suite 2800  
Tampa, Florida 33602

SIGNATURE



TITLE: Incorporator

DATE: February 5, 2009

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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 OBLIGATION OF MY POSITION AS REGISTERED AGENT.

SIGNATURE



DATE February 5, 2009

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