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**FLORIDA PROFIT/NON PROFIT CORPORATION**

**Kelley Buick GMC, Inc.**

Certificate of Status	0
Certified Copy	0
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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

ARTICLES OF INCORPORATION  
OF  
Kelley Buick GMC, Inc.

The undersigned incorporator to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is: Kelley Buick GMC, Inc.

ARTICLE II. CAPITAL STOCK

This corporation shall have one class of stock with unlimited voting rights and the right to receive the net assets of the corporation upon dissolution. The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock with a par value of \$1.00. The consideration to be paid for each share shall be as fixed by the Board of Directors.

ARTICLE III. TERM OF EXISTENCE

The corporation is shall have a perpetual existence, beginning upon the signing of these articles. These articles shall be filed with the Florida Secretary of State within five business days of signing.

ARTICLE IV. INITIAL PRINCIPAL OFFICE

The street address of the initial principal office of the corporation in the State of Florida is 255 West Van Fleet Drive, Bartow, Florida 33830. The mailing address of the initial principal office of the corporation in the State of Florida is 255 West Van Fleet Drive, Bartow, Florida 33830. The Board of Directors may from time to time move the principal office to any other address.

THIS INSTRUMENT PREPARED BY:

Robert O. Sammons, Esq.  
Floyd, Sammons & Spanjers, P.A.  
1556 Sixth Street SE  
Winter Haven, FL 33880-4509  
Florida Bar Number 282952  
(863) 293-3801

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

The street address of the initial registered office of the corporation in the State of Florida is 1556 Sixth Street SE, Winter Haven, Florida 33880-4509, and the name of the corporation's initial registered agent at that address is Robert O. Sammons, Esq. The Board of Directors may from time to time move the registered office to any other address in Florida.

#### ARTICLE VI. DIRECTORS

This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, as provided in the bylaws. The name and street address of each member of the first Board of Directors is:

<u>Name</u>	<u>Address</u>
Derrick H. Kelley	255 West Van Fleet Drive, Bartow, Florida 33830
Joseph G. Jebaily	1702 South Irby Street, Florence, South Carolina 29505
F. David Thornton	255 West Van Fleet Drive, Bartow, Florida 33830

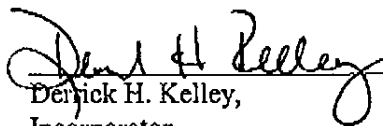
Members of the first Board of Directors shall serve until their successors are elected or appointed and have qualified.

#### ARTICLE VII. INCORPORATOR

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

<u>Name</u>	<u>Address</u>
Derrick H. Kelley	255 West Van Fleet Drive, Bartow, Florida 33830

Executed this 1<sup>st</sup> day of January, 2011.

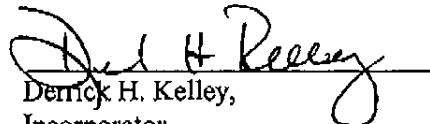
  
Derrick H. Kelley,  
Incorporator

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

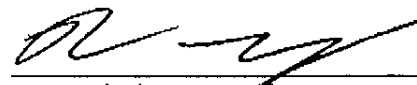
In pursuance of Chapter 48.091, Florida Statutes, the following is submitted, in compliance with said Act:

That Kelley Buick GMC, Inc., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at 255 West Van Fleet Drive, Bartow, Florida 33830, has named, Robert O. Sammons, Esq., located at 1556 Sixth Street SE, Winter Haven, Florida 33880-4509, as its agent to accept service of process within this state.

  
Derrick H. Kelley,  
Incorporator

**ACKNOWLEDGMENT:**

Having been named to accept service of process for the above-stated corporation, at the 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. I am familiar with, and accept, the obligations of that position.

  
Robert O. Sammons, Esq.  
Registered Agent

**THIS INSTRUMENT PREPARED BY:**

Robert O. Sammons, Esq.  
Floyd, Sammons & Spanjers, P.A.  
1556 Sixth Street SE  
Winter Haven, FL 33880-4509  
Florida Bar Number 282952  
(863) 293-3801

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