

P11000046951

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Robert Steele GAVE

AUTHORIZATION BY PHONE TO

CORRECT *Signature Paragraph on Cert. of Conv.*

DATE *5/18/11*

OFF EXAM *alt*

Office Use Only



200207384702

05/10/11--01019--007 **148.75

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

11 MAY 17 AM 10:05

FILED

FF \$105
CC/CLS 17.50
OP 26.25

B. BOSTICK
MAY 18 2011
EXAMINER

Law Offices
ROBERT SKEELS, ESQUIRE
Attorney & Counselor At Law

1015 Atlantic Boulevard, #441
Atlantic Beach, Florida 32233

Telephone: (904) 249 - 4344
Telefax: (Toll-free) (202) 280 - 1251
Email: rskeels@gmail.com

May 9, 2011

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32301

Re: JACKSONVILLE AUTO LINK, INC.

Dear Sirs:

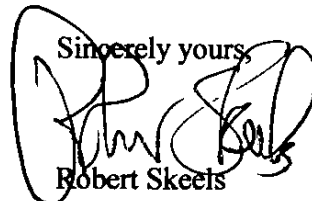
The enclosed Certificate of Conversion, Articles of Incorporation, in duplicate, together with the Registered Agent Certificate designating the registered agent for service of process within the State of Florida are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, Florida Statutes.

Note that I have included my form of Certificate of Conversion (the longer version) as well as the State form. I would prefer using my form for filing purposes if at all possible, otherwise the State form will suffice.

You will also please find enclosed payment in the amount of \$148.75 to cover the following costs:

Filing Fee: (Conversion)	\$35.00
Filing Fee: (Incorporation)	70.00
Certified Copy:	8.75
Registered Agent:	<u>35.00</u>
Total:	\$148.75

Please return the certified copy to my office after your acceptance of the enclosed documents for filing. If you have any questions, do not hesitate to contact me.

Sincerely yours,

Robert Skeels

Enclosures: Certificate of Conversion (2 Originals, as stated)
Articles of Incorporation (Original and 1 Copy)
Registered Agent Certificate (Original)
Payment - \$148.75

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CERTIFICATE OF CONVERSION OF JACKSONVILLE AUTO LINK, LLC TO
JACKSONVILLE AUTO LINK, INCORPORATED

L09000114227

Pursuant to Section 607.1115, Florida Statutes, for the purpose of converting another business entity formed under Florida law into a domestic corporation to be formed under Florida law, the undersigned hereby executes its Certificate of Conversion from a Florida limited liability company into a Florida corporation, as follows:

1. Jacksonville Auto Link, LLC, was first organized pursuant to Florida law as a limited liability company on October 8, 2010. It remains a Florida Limited Liability Company within the jurisdiction of Florida as of the date hereof.
11-30-2009

2. This limited liability company was named Jacksonville Auto Link, LLC, immediately prior to the filing of this Certificate of Conversion to a Florida corporation.

3. The name of the corporation into which Jacksonville Auto Link, LLC is converting is Jacksonville Auto Link, Inc., a Florida corporation, as reflected in its Articles of Incorporation filed with the Secretary of State, Florida contemporaneously herewith.

4. The effective date of the conversion shall be upon the date of filing of the Certificate of Conversion and the Articles of Incorporation.

5. This conversion into a domestic corporation shall not affect any obligations or liabilities of the converting limited liability company incurred prior to its conversion to a domestic corporation or the personal liability of any person incurred prior to such conversion.

6. When this conversion becomes effective pursuant to Section 607.1115, Florida Statutes, for all purposes of the laws of this state, all of the rights, privileges, and powers of the other business entity that has been converted, and all property, real, personal, and mixed, and all debts due to such other business entity, as well as all other things and causes of action belonging to such other business entity, shall be vested in the domestic corporation into which it is converted and shall thereafter be the property of the domestic corporation as they were of the other business entity. Without limiting this provision, title to any real property, or any interest therein, vested by deed or otherwise in such other business entity at the time of conversion shall remain vested in the converted entity without reversion or impairment by operation of Chapter 607, Florida Statutes. All rights of creditors and all liens upon any property of such other business entity shall be preserved unimpaired, and all debts, liabilities, and duties of such other business entity shall thenceforth attach to the

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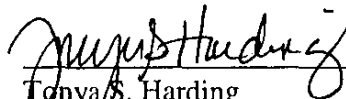
domestic corporation into which it was converted and may be enforced against the domestic corporation to the same extent as if said debts, liabilities, and duties had been incurred or contracted by the domestic corporation.

7. The conversion reflected in this Certificate shall not constitute a dissolution of the converting limited liability company and shall constitute a continuation of the existence of the converting entity in the form of a domestic Florida corporation.

8. This Conversion and Certificate of Conversion have been approved by the members of the converting limited liability company in the manner provided for by the documents, instruments, agreements and other writings governing the internal affairs of this converting limited liability company and the Articles of Incorporation and Bylaws of the corporation being formed have likewise been approved by the same authorization required to approve the conversion.

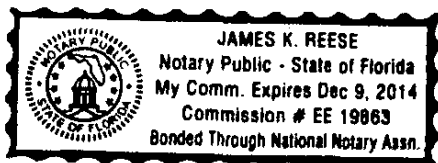
IN WITNESS WHEREOF, the undersigned Managing Member of Jacksonville Auto Link, LLC, has executed this Certificate of Conversion on behalf of Jacksonville Auto Link, LLC on April 22, 2011.

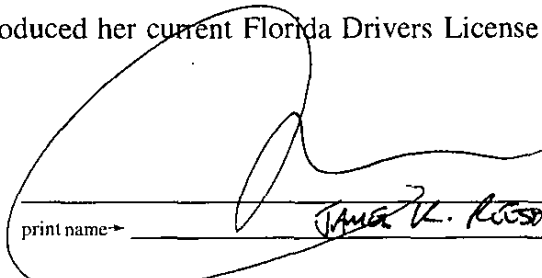
STATE OF FLORIDA)
COUNTY OF DUVAL) ss.


Tonya S. Harding
Managing Member
Jacksonville Auto Link, LLC
and
Subscriber
Jacksonville Auto Link, Inc

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11 MAY 17 AM 10:05
SEAL OF THE STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me on April 22nd, 2011 by TONYA S. HARDING who is personally known to me or produced her current Florida Drivers License as identification and who did take an oath.




print name → James K. Reese
Notary Public, State Of Florida

WITNESS the Expiration Date Of My
Commission:

12/9/2014

ARTICLES OF INCORPORATION
OF
JACKSONVILLE AUTO LINK, INC.

The undersigned, for the purposes of forming a corporation for profit under the laws of the State of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is JACKSONVILLE AUTO LINK, INC.

Article II - Nature of Business

This corporation may engage in any activity or business permitted under the laws of the United States and the State of Florida.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is two thousand five hundred (2,500) shares of common stock having a par value of \$1.00 per share.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business will not be less than five hundred (\$500.00) dollars.

Article V - Term

This corporation shall have perpetual existence.

Article VI - Address

The initial street address of the principal office of this corporation in the State of Florida is:

730 Beach Boulevard
Jacksonville Beach, Florida 32250

The board of directors may from time to time move the office to any other location within the State of Florida.

Article VII - Directors

This corporation shall have three (3) directors initially. The number of directors may be increased from time to time by the bylaws, but shall never be less than one.

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TALLAHASSEE, FLORIDA

Article VIII - Initial Directors

The names and street addresses of the members of the first board of directors of the corporation are:

TONYA S. HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

ROGER HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

BILLY R. HARDING
300 Oceanwood Drive
Neptune Beach, Florida 32266

Article IX - Subscriber

The name and street address of the subscriber of these Articles is:

TONYA S. HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

Article X - Bylaws

The initial bylaws of this corporation shall be adopted by the directors. The bylaws may be amended from time to time by either the stockholders or the directors.

Article XI - Restrictions on Transfer of Stock

The stockholders may, by bylaw provision or by stockholders' agreement, recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

Article XII - Director Conflicts of Interest

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are shareholders, members,

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TALLAHASSEE, FLORIDA

directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board of directors of the corporation which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the board of directors and the board of directors shall, nevertheless, authorize, approve, or ratify such contract or transaction by a majority of the directors present, such interested director or directors to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote, or if the transaction is fair. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto.

Article XIII - Director Compensation

The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIV - Indemnification

The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article XV - No Preemptive Rights

No shareholder of this corporation shall have any preemptive or preferential rights to subscribe to the purchase of any shares of stock of this corporation.

Article XVI - Reservations

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

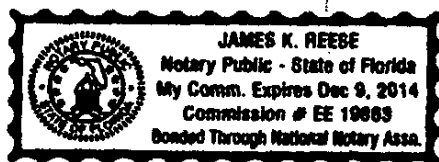
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the Subscriber has executed these Articles on April 22,
2011.

Tonya S. Harding
Tonya S. Harding
Subscriber

STATE OF FLORIDA)
COUNTY OF DUVAL) ss.

The foregoing instrument was acknowledged before me on April 22nd, 2011 by TONYA
S. HARDING who is personally known to me or produced her current Florida Drivers License
as identification and who did take an oath.



James K. Reese
print name →

Notary Public, State Of Florida

WITNESS the Expiration Date Of My
Commission:

12/9/2014

FILED
11 MAY 17 AM 10:05
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

REGISTERED AGENT CERTIFICATE

JACKSONVILLE AUTO LINK, INC., a corporation duly organized and existing under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at City of Jacksonville Beach, County of Duval, State of Florida, has named Robert Skeels, located at 1015 Atlantic Boulevard, #441, Atlantic Beach, Florida 32233, as its agent to accept service of process within this state.

OFFICERS: ✓President

TONYA S. HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

✓Vice President

BILLY R. HARDING
300 Oceanwood Drive
Neptune Beach, Florida 32266

✓Secretary

BILLY R. HARDING
300 Oceanwood Drive
Neptune Beach, Florida 32266

✓Treasurer

TONYA S. HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

DIRECTORS:

✓TONYA S. HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

✓BILLY R. HARDING
300 Oceanwood Drive
Neptune Beach, Florida 32266

✓ROGER HARDING
200 Oceanwood Drive
Neptune Beach, Florida 32266

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CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

X By: *Tonya S. Harding*
Corporate Officer

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above-named corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of Florida Statutes relative to keeping open said office.

Robert Skeels
Registered Agent