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TALLAHASSEE, FLORIDA

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COVER LETTER

Department of State
New Filing Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Hendrick Autoguard Florida, Inc.

(PROPOSED CORPORATE NAME – MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☒ \$78.75 Filing Fee
& Certified Copy
☐ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Paul P. Sanford

Name (Printed or typed)

106 South Monroe Street

Address

Tallahassee, FL 32301

City, State & Zip

850-222-7200

Daytime Telephone number

Johnny.McKellar@HendrickAuto.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

ARTICLES OF INCORPORATION
OF
HENDRICK AUTOGUARD FLORIDA, INC.

FILED
11 JUN -6 AM 11:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
Name and Address

The name of the Corporation shall be HENDRICK AUTOGUARD FLORIDA, INC. and the address of the Corporation is 6000 Monroe Road, Charlotte, NC, 28212.

ARTICLE II
Nature of Business

The Corporation may engage in any business allowed or permitted under the laws of the United States and the State of Florida.

ARTICLE III
Authorized Common Stock

The authorized capital stock of the Corporation shall consist of 1,000 shares of Common Stock with a par value of ONE DOLLAR (\$1.00). The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors. Shareholders may enter into agreements with the Corporation or with each other to control or restrict the transfer of stock and such agreements may take the form of options, rights of first refusal, buy and sell agreements or any other lawful form of agreements.

ARTICLE IV
Right of Purchase

Each shareholder, upon the issuance (whether by sale, as compensation to officers or directors, or otherwise) of any new stock of this Corporation of the same kind, class or series as that which such shareholder already holds, shall have the right to purchase such shareholder's pro rata share at the price at which it is offered to others.

ARTICLE V
Incorporators

The name and street address of the Incorporator of this Corporation are as follows:

Johnny McKellar, 6000 Monroe Road, Charlotte, NC, 28212

ARTICLE VI
Term of Corporation Existence

The Corporation shall exist perpetually unless dissolved according to law.

ARTICLE VII
Address of Registered Office and Registered Agent

The name of the initial registered agent and address of the initial registered office of the Corporation in the State of Florida shall be Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301. The Board of Directors may from time to time change the registered office to any other address in the State of Florida or change the registered agent.

ARTICLE VIII
Number of Directors

The business of the Corporation shall be managed by a Board of Directors consisting of at least three person , the exact number to be determined from time to time in accordance with the By-Laws.

ARTICLE IX
Initial Board of Directors

The initial Board of Directors shall consist of two members. The name and street address of the members of the initial Board of Directors of the Corporation, who shall hold office until the first annual meeting of the shareholders, and thereafter until their successors have been elected and qualified are as follows:

NAME	ADDRESS
J. R. Hendrick, III	6000 Monroe Road, Charlotte, NC, 28212
Charles V. Ricks	6000 Monroe Road, Charlotte, NC, 28212
Johnny McKellar	6000 Monroe Road, Charlotte, NC, 28212

ARTICLE X
Officers

The Corporation shall have a President, a Secretary and a Treasurer and may have additional and assistant officers, including, without limitation thereto, one or more Vice Presidents, Assistant Secretaries and Assistant Treasurers. Any two or more offices may be held by the same person.

ARTICLE XI
Transactions in Which Directors or Officers are Interested

(a) No contract or other transaction between the Corporation and one or more of its Directors or officers, or between the Corporation and any other corporation, firm, or entity in which one or more of the Corporation's Directors or officers are directors or officers, or have a financial interest, shall be void or voidable solely because of such relationship or interest, or solely because such Director(s) or Officer(s) are present at or participate in the meeting of the Board of Directors or a committee thereof which authorizes, approves or ratifies such contract or transaction, or solely because his or their votes are counted for such purpose, if:

(1) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose, without counting the votes or consents of such interested Director or Directors; or

(2) The fact of such relationship or interest is disclosed or known to the shareholders entitled to vote thereon, and they authorize, approve, or ratify such contract or transaction by vote or written consent; or

(3) The contract or transaction is fair and reasonable as to the Corporation at the time it is authorized.

(b) Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee thereof which authorizes, approves, or ratifies such contract or transaction.

ARTICLE XII

Indemnification of Directors and Officers

The Corporation may indemnify and agree to hold harmless from claim, liability, loss or judgment any Director or officer made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative (other than an action, suit or proceeding by or on behalf of the Corporation to procure a judgment in its favor), brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity as Director, officer, employee or agent of the Corporation.

ARTICLE XIII

Financial Information

Except to the extent required by any agreement between the Corporation and its shareholders, or as required by law, the Corporation shall not be required to prepare and provide a balance sheet or a profit and loss statement to its shareholders, nor shall the Corporation be required to file a balance sheet or profit and loss statement in its registered office. This provision shall be deemed to have been ratified by the shareholders each year hereafter unless a resolution to the contrary has been adopted by the shareholders.

ARTICLE XIV

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law and all rights conferred upon shareholders hereunder are granted subject to this reservation.

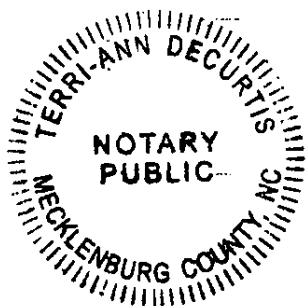
IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporators to the foregoing Articles of Incorporation, has hereunto set his hand and seal this _____ day of _____, 2011.


Johnny McKellar

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11 JUN -6 AM 11:50
SECRETARY OF STATE
ALLAHASSEE, FLORIDA

This instrument was acknowledged before me this 26th day of May, 2011, by Johnny

McKellar, who is personally known to me or furnished a valid North Carolina drivers license as identification.



Terri-Ann DeCurtis
Notary Public

Terri-Ann DeCurtis
Print Name Below Signature

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TALLAHASSEE, FLORIDA

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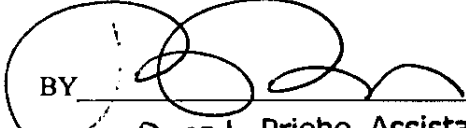
11 JUN -6 AM 11:50

Registered Agent

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

On this 26 day of May, 2011, having been named as registered agent to accept service of process for Hendrick Autoguard Florida, Inc., at the place designated the Articles of Incorporation, I am familiar with and accept the appointment and agree to act in this capacity.

Corporation Service Company

BY 
ITS Dona L. Priebe, Assistant VP