

P12000028382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

03/23/12--01017--012 \*\*78.75

(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800224049018

RECEIVED

12 MAR 23 PM 12: 12

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

12 MAR 26 AM 7: 46

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch MAR 26 2012

# AUSLEY & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

123 SOUTH CALHOUN STREET  
P.O. BOX 391 (ZIP 32302)  
TALLAHASSEE, FLORIDA 32301  
(850) 224-9115 FAX (850) 222-7560

March 23, 2012

Secretary of State's Office  
Division of Corporations  
2661 Executive Center Circle West  
Tallahassee, Florida 32301

RE: Automatic Valet Garage, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation and our check for \$78.75. Also enclosed is an extra copy of the Articles for the certified copy. **OUR CLIENT HAS REQUESTED THAT THE ARTICLES BE FILED ON MARCH 26, 2012, AND BE EFFECTIVE ON MARCH 26, 2012.** Please call Chris Vause at 425-5446 when the certified copy is ready to be picked-up.

Thank you for your assistance.

Sincerely,



Chris Vause  
Secretary to Robert A. Pierce

/cv  
Enclosures  
u:\adm\sec of state - articles.doc

ARTICLES OF INCORPORATION  
OF  
AUTOMATIC VALET GARAGE, INC.

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a Corporation under the laws of the State of Florida, effective March 26, 2012.

Article 1.  
Name and Principal Office

The name of this Corporation shall be **AUTOMATIC VALET GARAGE, INC.** The principal place of business and mailing address of this Corporation shall be 12812 60<sup>TH</sup> Street North, Clearwater, Florida 33760.

Article 2.  
Nature of Business

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

Article 3.  
Stock

The authorized capital stock of this Corporation shall consist of Twenty Million (20,000,000) shares of voting common stock with a par value of one cent (\$.01) per share. The stock of the Corporation shall be issued for such consideration as may be determined by the Board of Directors, but not less than par value. Each issued and outstanding share of voting Common Stock shall be entitled to one (1) vote on each matter submitted to a vote at a meeting of the Shareholders of the Corporation. 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 4.  
Powers

This Corporation shall have all the corporate powers enumerated in the Florida Business Corporation Act.

**Article 5.  
Incorporator**

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

ROBERT A. PIERCE  
123 South Calhoun Street  
Tallahassee, Florida 32301

**Article 6.  
Term of Corporate Existence**

This Corporation shall exist perpetually unless dissolved according to law.

**Article 7.  
Address of Registered Office and Registered Agent**

The street address of the initial Registered Office of this Corporation in the State of Florida shall be 123 South Calhoun Street, Tallahassee, Florida 32301. The name of the initial Registered Agent of the Corporation at the above address shall be Robert A. Pierce. 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 8.  
Number of Directors**

This Corporation shall have three Directors. The number of Directors may be increased or decreased from time to time in accordance with the By-Laws adopted by the Shareholders.

**Article 9.  
Initial Board of Directors**

The initial Board of Directors shall consist of three persons. The name and street address of each of the members of the initial Board of Directors of this Corporation, who shall hold office until the first annual meeting of the Shareholders and thereafter until his successor is elected, are as follows:

MARY LOU DEWYNGAERT  
12812 60<sup>th</sup> Street N.  
Clearwater, FL 33760

JOHN E KAVANAGH, III  
100 Conifer Hill Drive  
Danvers, MA 01923

DAVID F. TUFARO  
1817 Thames Street  
Baltimore, MD 21231

**Article 10.  
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. A person may hold more than one office. The names and addresses of the initial officers are as follows:

President                    Mary Lou DeWynGaert  
                                  12812 60<sup>TH</sup> Street North  
                                  Clearwater, Florida 33760

Secretary                    Mary Lou DeWynGaert  
                                  12812 60<sup>TH</sup> Street North  
                                  Clearwater, Florida 33760

Treasurer                    Mary Lou DeWynGaert  
                                  12812 60<sup>TH</sup> Street North  
                                  Clearwater, Florida 33760

**Article 11.  
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.

**Article 12.  
Indemnification**

No director of the Corporation shall be personally liable to the Corporation or its shareholders for monetary damages to the Corporation or any other person for any statement, vote, decision or failure to act, regarding corporate management or policy, as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act.

The Corporation shall indemnify to the full extent permitted by law any person who is made, or is threatened to be made, a party to any action suit or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that he or she is or was a director or officer of the Corporation or serves or served any other enterprises at the request of the Corporation. If the Florida Business Corporation Act is amended after the filing of these Articles of Incorporation of which this Article 12 is a part 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 Florida Business Corporation Act as so amended.

Any repeal or modification of the foregoing paragraph by the shareholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

IN WITNESS WHEREOF, the undersigned, being the original subscribing Incorporator to the foregoing Articles of Incorporation, has executed these Articles of Incorporation this 26<sup>th</sup> day of March, 2012.



---

**ROBERT A. PIERCE**  
Incorporator

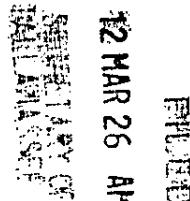
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Sections 48.091 and 607.0501, Florida Statutes, the following is submitted:

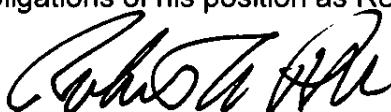
**AUTOMATIC VALET GARAGE, INC.**, desiring to organize as a corporation under the laws of the State of Florida, has designated 123 South Calhoun Street, Tallahassee, Florida 32301, as its initial registered office and has named **Robert A. Pierce**, located at said address, as its initial Registered Agent.



**ROBERT A. PIERCE**  
Incorporator  
Date: March 26, 2012



Having been named Registered Agent to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as Registered Agent.



**Robert A. Pierce**  
Registered Agent  
Date: March 26, 2012

h:\taxrap\robotic - auto valet\articles of incorporation final.doc