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# Randall J. Love, P.A. Attorney at Law

# Personal Injury Commercial Litigation

Business Law Employment Law

January 15, 2013

Florida Secretary of State Division of Corporations P.O. Box 6327 Tallahassee, FL 32314

Re: Five Star Transmissions and Automotive. Inc.

Dear Sir:

Enclosed please find Articles of Incorporation and Certificate of Designation and Acceptance of Registered Agent for Five Star Transmissions and Automotive, Inc. Also enclosed is a check in the amount of \$70 to cover filing fees and registered agent designation. If you have any questions or need additional information, please contact my office manger, Tina, at (727) 857-6030.

Thank you for your attention in this regard.

ery truly yours.

Randall J./Love

DIVISION OF CORPORATIONS

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# SECRETARY OF STATE DIVISION OF CORPORATIONS

### ARTICLES OF INCORPORATION FIVE STAR TRANSMISSIONS AND AUTOMOTIVE, INC.

#### Article One: NAME

The name of this corporation is FIVE START TRANSMISSIONS AND AUTOMOTIVE, INC.

#### Article Two: Purposes

The corporation is formed for the purpose of providing quality automotive transmission repair and for any other awful purpose. The corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

#### Article Three: Registered Office and Agent

The initial registered agent is Dustin Bickford whose address is 13243 U.S. Highway 19, Hudson, Florida 34667.

#### Article Four: Principal Office

The business address of the corporation's initial principal office is 13243 U.S. Highway 19, Hudson, Florida 34667.

#### Article Five: Duration

The period of this corporation's duration is perpetual.

#### Article Six: Directors

(a) The business and affairs of the corporation shall be managed by a board of directors. The number of directors constituting the initial board of directors is one and said director shall be elected at the first meeting of shareholders.

- (b) The number of directors of the corporation set forth in Clause (a) of this Article shall constitute the authorized number of directors until changed by an amendment of these articles of incorporation or by a bylaw duly adopted by the vote or written consent of the holders of a majority of the then outstanding shares of stock in the corporation.
- (c) The director(s) shall have all the powers granted to them under Florida law.

#### Article Seven: Incorporators

The name and address of the incorporator is:

Dustin Bickford, 13243 U.S. Highway 19, Hudson, Florida 34667.

#### Article Eight: Capitalization

The total number of shares of all classes of stock, which the corporation shall have authority to issue, is 1,000 shares of common stock having a par value of \$1.00 per share.

#### Article Nine: Bylaws

The Board of Directors may adopt Bylaws for the corporation at meeting of the Board of Directors following the filing of these Articles of Incorporation.

The power to adopt, alter, amend or repeal the Bylaws of the corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

#### Article Ten: Officers

The initial officers of the corporation shall be as follows:

President:

Dustin Bickford.

Secretary:

Dustin Bickford.

Treasurer:

Dustin Bickford.

#### Article Eleven: Indemnification

The corporation shall indemnify any officer, director or incorporator to the full extent permitted by law.

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this January 10, 2014.

Dustin Bickford

Incorporation

# CERTIFICATE OF DESIGNATION AND ACCEPTANCE OF REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered agent and office in the State of Florida and evidencing the registered agent's acceptance of that position.

- 1. The name of the corporation is: Five Star Transmissions And Automotive, Inc.
- 2. The name and office of the registered agent is:

DUSTIN BICKFORD 13243 U.S. Highway 19 Hudson, Florida 34667

Dustin Bickford Incorporato

Dated this 14 day of January, 2014

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 OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.

Dustin Bickfor

Dated this <u>///</u> day of January, 2014