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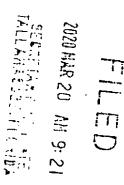
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## **CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301 (850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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#### ARTICLES OF DOMESTICATION

#### State of Florida

The undersigned, R. Bruce Deardoff, President of *Island Lincoln-Mercury, Inc.* a foreign corporation, in accordance with §607.1801. Florida Statutes, does hereby certify:

- 1. The date on which the corporation was first formed was October 17, 1984, and the jurisdiction where the above named corporation was first formed, incorporated, or otherwise came into being was Delaware, USA.
- Island Lincoln-Mercury, Inc. a foreign corporation (the domesticating corporation) has approved a domestication as required by the applicable provisions of Chapter 607, Florida Statutes and under applicable Delaware law.
- 3. The name of the corporation immediately prior to the filing of this Certificate of Domestication was Island Lincoln-Mercury, Inc.
- 4. The name of the corporation, as set forth in its articles of incorporation attached hereto and to be filed pursuant to Florida Statutes §607.0202 with this certificate is Island Lincoln-Mercury, Inc.
- 5. The jurisdiction that constituted the seat, siege social, or principal place of business or central administration of the corporation, or any other equivalent jurisdiction under applicable law, immediately before the filing of the Articles of Domestication was Delaware, USA.
- 6. Attached are Florida articles of incorporation to complete the domestication requirements pursuant to Florida Statutes §607.11921-607.11924.
- 7. These Articles are to be effective THE DATE OF FILING.

I am R. Bruce Deardoff, of 1850 E. Merritt Island Causeway, Merritt Island, FL 32952 and am authorized to sign these Articles of Domestication on behalf of the corporation and have done so this 18 day of FERUARY . 2020.

R. Bruce Deardoff, as resident

## ARTICLES OF INCORPORATION OF

### ISLAND LINCOLN-MERCURY, INC.

#### **ARTICLE I - NAME**

The name of this corporation is ISLAND LINCOLN-MERCURY, INC. located at, 1850 E. Merritt Island Causeway, Merritt Island, FL 32952.

#### ARTICLE II - DURATION

This corporation shall have a perpetual existence commencing upon the filing of these Articles of Incorporation by the Department of State.

#### ARTICLE III - PURPOSE

The nature of the business or purposes to be conducted or promoted are: To manufacture, design, construct, own, use, buy, sell, lease, hire and deal in and with articles and property of all kinds and to render services of all kinds, and to engage in any lawful act or activity for which corporations may be organized under the laws of the State of Florida or such other State or jurisdiction in which the corporation may qualify to transact business.

#### ARTICLE IV - CAPITAL STOCK

This corporation is authorized to issue ten thousand (10,000) shares of \$.10 par value voting common stock.

#### <u>ARTICLE V - VOTING RIGHTS</u>

Except as otherwise provided by law, the entire voting power for the election of directors, and for all other purposes, shall be vested exclusively in the holders of the outstanding common shares.

#### ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 380 South Courtenay Parkway, Merritt Island, Florida 32952, and the name of the initial registered agent of this corporation at that address is Kevin P. Markey, P.L.

#### ARTICLE VII - INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time in accordance with applicable law, the Bylaws or agreement, but shall never be less than one. The name and address of the initial director of ISLAND LINCOLN-MERCURY, INC. is:

NAME

**ADDRESS** 

R. Bruce Deardoff

1850 E. Merritt Island Causeway Merritt Island, FL 32952

#### ARTICLE VIII - INCORPORATOR

The name and address of the person signing these Articles of Incorporation is:

<u>NAME</u>

<u>ADDRESS</u>

R. Bruce Deardoff

1850 E. Merritt Island Causeway Merritt Island, FL 32952

#### <u>ARTICLE IX - BYLAWS</u>

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the Shareholders.

#### ARTICLE X - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

#### <u>ARTICLE XI - COMPENSATION OF DIRECTORS</u>

The shareholders of this corporation shall have the exclusive authority to fix the compensation of directors of this corporation.

#### **ARTICLE XII - INDEMNIFICATION**

The corporation shall, to the fullest extent permitted by *Florida Statute* Section 607.0850, as the same may be amended and supplemented, indemnify any and all persons whom it shall have power to indemnify under said section from and against any and all of the expenses, liabilities or other matters referred to in or covered by said section, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any Bylaw, agreement, vote of shareholders or disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

#### <u>ARTICLE XIII – AMENDMENT</u>

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto as provided by applicable law, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation on  $\underline{\textit{Fe}\, 6}$ .  $\underline{\textit{1}\, 8}$  . 2020.

R. Bruce Deardoff

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with

said Act:

First, that ISLAND LINCOLN-MERCURY, INC., desiring to organize under the laws of

the State of Florida, with its principal office as indicated by the Articles of Incorporation in Brevard

County, Florida, has named Kevin P. Markey, P.L., located at 380 South Courtenay Parkway,

Merritt Island, Florida 32952, as its agent to accept service of process within this State.

<u>ACKNOWLEDGMENT</u>

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

provisions of said Act relative to keeping open said office.

REGISTERED AGENT:

Kevin P. Markey, P.L.

Date: 2/18/2020

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