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To:

Division of Corporations
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From:

Account Name : FRAZIER & FRAZIER, ATTORNEYS AT LAW, P.A.
Account Number : 120090000113
Phone : (904)353-5616
Fax Number : (904)353-5619

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: Jmccarryl@carrylfire.com

FLORIDA PROFIT/NON PROFIT CORPORATION

Carryl Automotive Group, Inc.

Certificate of Status	0
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Page Count	05
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ARTICLES OF INCORPORATION

OF

CARRYL AUTOMOTIVE GROUP, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, does hereby adopt the following Articles of Incorporation:

ARTICLE I.

The name of the corporation is Carryl Automotive Group, Inc.

ARTICLE II.

The duration of the corporation is perpetual, and the time of commencement of its corporate existence shall be the date of execution of these Articles of Incorporation.

ARTICLE III.

The general purposes for which the corporation is organized are:

(1) To engage in any trade or business which can, in the opinion of the Board of Directors of the corporation, be advantageously carried on in connection with or auxiliary to the business.

(2) To acquire by lease, purchase, gift, devise, contract, concession or otherwise, and to hold, own, develop, control, manage, or otherwise turn to account, mortgage, grant, sell, exchange, convey, or otherwise dispose of, wherever situated, within or without the State of Florida, any and all real estate, lands, options, concessions, grants, land patents, franchises, rights, privileges, easements, tenements, estates, hereditaments, interests and properties of every kind, nature and description whatsoever.

(3) To manufacture, purchase, or otherwise acquire, hold, own, sell, assign, transfer, lease, exchange, invest in, mortgage, pledge, or otherwise encumber or dispose of and generally deal in and trade in and with, both within and without the State of Florida, and in any part of the world, goods, wares, merchandise and property of every kind, nature and description.

(4) To enter into, make and perform contracts of every kind and description with any person, firm, association, or corporation, municipality, body politic, country, territory, estate, government,

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or colony or dependency thereof.

(5) To acquire, and to make payment thereof in cash or the stock or bonds of the corporation or by undertaking or assuming the obligations and liabilities of the transferor, or in any other way, the goodwill, rights and property, the whole or any part of the assets, tangible or intangible, and to undertake or assume the liabilities of any person, firm, association or corporation, to hold or in any manner dispose of the whole or any part of the property so purchased; to conduct in any lawful manner the whole or any part of the business so acquired and to exercise all of the powers necessary or convenient for the conduct and management thereof.

(6) To transact any and all lawful business for which corporations may be incorporated under the Florida Business Corporation Act, Chapter 607, of the Florida Statutes Annotated.

IN GENERAL, to do any or all things herein set forth to the same extent as natural persons might or could do and in any part of the world, as principals, agents, contractors, trustees, or otherwise, within or without the State of Florida, either alone or in concert with others, and to carry on any other business in connection therewith, whether manufacturing or otherwise, and to do all things not forbidden by the laws of the State of Florida.

ARTICLE IV.

The aggregate number of shares which the corporation is authorized to issue is 10,000 shares of common stock. Such shares shall be of a single class and shall have a par value of \$10 per share.

ARTICLE V.

The initial registered office of the corporation shall be 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204 and its initial registered agent at such office shall be Frazier & Frazier, Attorneys at Law, P.A.

ARTICLE VI.

The mailing address and principal office of the corporation is 1902 Blanding Boulevard, Jacksonville, Florida 32210.

ARTICLE VII.

The number of directors constituting the initial board of

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directors of the corporation is two (2). The number of directors may be increased or decreased from time to time by the by-laws but shall never be less than one (1).

The names and addresses of the initial directors of this corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Jonathan I. Carryl	2916 Grand Avenue Jacksonville, FL 32210
Jason M. Carryl	178 Oak Drive South Fleming Island, FL 32003

ARTICLE VIII.

The name and address of the incorporator are as follows:
W. Robinson Frazier, 1515 Riverside Avenue, Suite A, Jacksonville, Florida 32204.

ARTICLE IX.

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association, or entity in which one or more of its directors or officers are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves, or ratifies such contract or transaction or because his or her votes are counted for such purposes, if:

(a) The fact of such relationship or interest is disclosed or known to the board of directors or 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 directors; or

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

(c) The contract or transaction is fair and reasonable as to the corporation at the time it is authorized by the board, a committee, or the stockholders.

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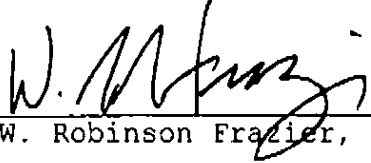
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ARTICLE X.

There shall be no power to levy any assessment on any shares of the stock of this corporation.

EXECUTED by the undersigned at Jacksonville, Florida, on this 22nd day of June, 2023.



W. Robinson Frazier, Incorporator (SEAL)

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**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PRO-
CESS MAY BE SERVED PURSUANT TO FLORIDA STATUTES SECTION 48.091**

In pursuance of Section 48.091, Florida Statutes, the follow-
ing is submitted in compliance with said statute section:

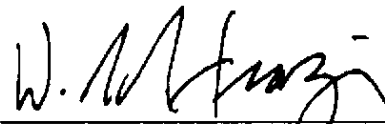
Carryl Automotive Group, Inc., desiring to organize under the
laws of the State of Florida, with its principal office as
indicated in the Articles of Incorporation at City of Jacksonville,
Duval County, State of Florida, hereby designates Frazier &
Frazier, Attorneys at Law, P.A. as its registered agent to accept
service of process within the State of Florida and the address of
its registered office shall be 1515 Riverside Avenue, Suite A,
Jacksonville, Florida 32204, as its agent to accept service of
process within the state.

ACKNOWLEDGMENT:

Having been named as registered agent to accept service of
process for the above stated corporation, at the place designated
in this certificate, I hereby agree to 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.

DATED this 22nd day of June, 2023.

**FRAZIER & FRAZIER,
ATTORNEYS AT LAW, P.A.**



W. Robinson Frazier, President

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