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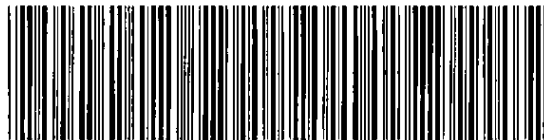
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2024 NOV 18 AM 9:41

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2024 NOV 18 PM 3:00

SEC. 1001. (a) The Secretary shall

LOGAN S. PARKER, PARTNER
(850) 878-6404
LPARKER@BSM-LAW.COM

November 18, 2024

VIA HAND DELIVERY

Florida Department of State
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, Florida 32303

Re: *Articles of Incorporation*
Lopez Imports of Tallahassee, Inc.

FILED
2024 NOV 18 AM 9:47
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL

Dear Sir or Madam:

Please find enclosed the Articles of Incorporation of Lopez Imports of Tallahassee, Inc. to be filed with the Florida Department of State, Division of Corporations. Also enclosed is a check in the amount of \$130.00 for the filing fees. Someone from our office will pick up the filed Articles of Incorporation tomorrow, November 19, 2024.

If you have any questions, please do not hesitate to call.

Sincerely,

s/ Logan S. Parker
Logan S. Parker, Esq.

Enclosures

**ARTICLES OF INCORPORATION
OF
LOPEZ IMPORTS OF TALLAHASSEE, INC.**

Pursuant to Chapter 607, Florida Statutes, the undersigned does hereby submit these Articles of Incorporation for the purpose of forming a corporation.

**ARTICLE I
NAME, ADDRESS, AND PURPOSE**

- (a) The name of the corporation is *Lopez Imports of Tallahassee, Inc.* (the “**Corporation**”).
- (b) The Corporation shall engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.
- (c) The principal office and mailing address of the Corporation is 1440 U.S. Highway 1, Vero Beach, Florida 32960.
- (d) This Corporation shall have perpetual existence.

**ARTICLE II
INCORPORATOR**

The incorporator is Logan S. Parker, Esquire, whose address is 2822 Remington Green Circle, Tallahassee, Florida 32308.

**ARTICLE III
REGISTERED AGENT**

The name of the initial registered agent is Myers and Fuller, P.A. d/b/a Bass Sox Mercer, whose address is 2822 Remington Green Circle, Tallahassee, Florida 32308. The Board of Directors may select a new registered agent without amending these Articles of Incorporation.

**ARTICLE IV
CAPITALIZATION**

- (a) The Corporation shall have the authority to issue 100 shares, all of which shall be common shares (hereinafter, the “**Common Shares**”). Each Common Share shall have a par value of \$0.01.
- (b) Except as otherwise provided by law, each Common Share shall have one vote, and the exclusive voting power for all purposes shall be vested in the holders of the Common Shares. In the event of any liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary, the holders of the Common Shares shall be entitled, after payment or provision for payment of the debts and other liabilities of the Corporation, to share ratably in the remaining net assets of the Corporation.

**ARTICLE V
BOARD OF DIRECTORS**

- (a) The Board of Directors of the Corporation (the “**Board of Directors**,” and such directors shall hereinafter be referred to singularly as a “**Director**” and collectively as the “**Directors**”) shall have the exclusive power and authority to direct the management of the business and affairs of the Corporation

and shall exercise all corporate powers, and possess all authority, necessary or appropriate to carry out the intent of this provision, and which are customarily exercised by the board of directors of a private company. In furtherance of the foregoing, but without limitation, the Board of Directors shall have the exclusive power and authority to: (i) elect all officers of the Corporation as the Board of Directors may deem necessary or desirable from time to time, to serve at the pleasure of the Board of Directors; (ii) fix the compensation of such officers; (iii) fix the compensation of the Directors; and (iv) determine the time and place of all meetings of the Board of Directors and shareholders of the Corporation (the "Shareholders").

(b) The Board of Directors may adopt, amend, or repeal the Corporation's bylaws (the "Bylaws"), in whole or in part, including amendment or repeal of any Bylaw adopted by the Shareholders.

(c) A majority of the Directors in office shall constitute a quorum for the transaction of business at a meeting of the Board of Directors.

(d) The number of Directors constituting the Board of Directors shall be not less than one nor more than three, as may be fixed from time to time by a majority vote of the Shareholders. The initial number of Directors shall be one. Each Director shall serve for a term of five years, unless earlier removed by a majority vote of the Shareholders.

(e) Except as shall be otherwise permitted or authorized by these Articles of Incorporation, each Director shall be elected by a vote of the majority of the votes cast with respect to the Director at any meeting for the election of Directors at which a quorum is present; provided, that if the number of nominees exceeds the number of Directors to be elected, the Directors shall be elected by a vote of the plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of the Directors. For purposes of this Article, a majority of the votes cast means that the number of shares voted "for" a Director must exceed the number of votes cast "against" that Director.

(f) The only qualifications for Directors of the Corporation shall be those set forth in these Articles of Incorporation. Directors need not be residents of the State of Florida or Shareholders.

ARTICLE VI INITIAL DIRECTORS AND OFFICERS

The initial Director and officers of the Corporation are as follows, each of whom shall serve until their resignation or removal in accordance with the Bylaws and applicable law:

Name and Address

Lazaro J. Lopez
1440 U.S. Highway 1
Vero Beach, Florida 32960

Lewana Tabicas
1440 U.S. Highway 1
Vero Beach, Florida 32960

Title

Director, President, Treasurer

Secretary

ARTICLE VII INDEMNIFICATION

(a) The Corporation shall, to the fullest extent permitted from time to time by law, indemnify its Directors and officers against all liabilities and expenses in any suit or proceeding, whether civil,

criminal, administrative, or investigative, and whether or not brought by or on behalf of the Corporation, including all appeals therefrom, arising out of their status as such or their activities in any of the foregoing capacities, unless the activities of the person to be indemnified were at the time taken known or believed by him to be clearly in conflict with the best interests of the Corporation.

(b) The right to be indemnified hereunder shall include, without limitation, the right of a Director or officer to be paid expenses in advance of the final disposition of any proceeding upon receipt of an undertaking to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified hereunder.

(c) A person entitled to indemnification hereunder shall also be paid reasonable costs, expenses and attorneys' fees (including expenses) in connection with the enforcement of rights to the indemnification granted hereunder.

ARTICLE VIII DUTIES AND CORPORATE OPPORTUNITIES

To the fullest extent from time to time permitted by law, no person who is serving or who has served as a Director shall be personally liable in any action for monetary damages for breach of an duty as a Director, whether such action is brought by or in the right of the Corporation or otherwise. Neither the amendment or repeal of this Article, nor the adoption of any provision of these Articles of Incorporation inconsistent with this Article, shall eliminate or reduce the protection afforded by this Article to a Director with respect to any matter which occurred, or any cause of action, suit or claim which but for this Article would have accrued or risen, prior to such amendment, repeal, or adoption.

ARTICLE IX MISCELLANEOUS PROVISIONS

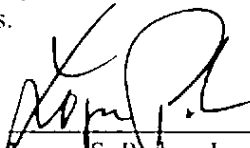
(a) To the extent that there ever may be any inconsistency between these Articles of Incorporation and the Bylaws as may be adopted or amended from time to time, the Articles of Incorporation shall always control.

(b) If any provision or provisions of these Articles of Incorporation shall be held to be invalid, illegal, or unenforceable as applied to any circumstance for any reason whatsoever, the validity, legality, and enforceability of such provisions in any other circumstance and of the remaining provisions of these Articles of Incorporation shall not in any way be affected or impaired thereby.

(c) These Articles of Incorporation shall be effective upon filing.

* * * * *

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.



Logan S. Parker, Incorporator
Date: November 18, 2024

FILED
2024 NOV 18 AM 9:47
STATE
OF FLORIDA

**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR
THE SERVICE OF PROCESS WITHIN FLORIDA AND
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

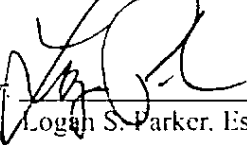
In compliance with Section 607.0505, Florida Statutes, the following is submitted: **LOPEZ IMPORTS OF TALLAHASSEE, INC.**, desiring to organize as a domestic corporation under the laws of the State of Florida, has named and designated Myers and Fuller, P.A. d/b/a Bass Sox Mercer as its Registered Agent to accept service of process within the State of Florida with a registered office located at 2822 Remington Green Circle, Tallahassee, Florida 32308.

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 am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 18th day of November, 2024.

MYERS AND FULLER, P.A.

By  _____
Logan S. Parker, Esq., Partner

TALLAHASSEE, FL

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