

# P95000000364

## TRANSMITTAL LETTER

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

EFFECTIVE DATE

1-1-95

RECEIVED  
JAN 11 1995  
TALLAHASSEE, FL  
\*\*\*\*\*

SUBJECT: Santoro's Exxon Service Center Inc.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

☒ \$70.00

Filing Fee

☐ \$78.75

Filing Fee  
& Certificate

☐ \$122.50

Filing Fee  
& Certified Copy

☐ \$131.25

Filing Fee,  
Certified Copy  
& Certificate

FROM:

Dennis Mark Santoro  
Name (printed or typed)

200 West 15th Street  
Address

Panama City, Florida 32401  
City, State & Zip

(904) 769 - 6933  
Daytime Telephone number

RECEIVED  
JAN 11 1995  
TALLAHASSEE, FL  
\*\*\*\*\*

NOTE: Please provide the original and one copy of the articles.

KAN 1-4

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

95 JAN -3 AM 10:03

ARTICLES OF INCORPORATION  
OF

SANTORO'S EXXON SERVICE CENTER, INC.

EFFECTIVE DATE

1-1-95

Article I - Name

The name of the corporation is SANTORO'S EXXON SERVICE CENTER, Inc.

Article II - Duration

This corporation shall exist perpetually commencing on the date of January 1, 1994.

Article III - Purpose

This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and Florida.

Article IV - Capital Stock

The corporation is authorized to issue one thousand (1000) shares of one dollar (\$1.00) par value common stock.

Article V - Preferences, Limitations and Relative Rights Of Shares Of Capital Stock

Voting Rights: 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 - Pre-emptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series

as that which he already holds, shall have the right to purchase his pro rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

#### Article VII - Initial Registered Office and Agent

The street address of the principal office and of the initial registered office of this corporation is 200 West 15th Street, Panama City, Florida 32401, and the name of the initial registered agent of this corporation at that address is Dennis Mark Santoro.

#### Article VIII - Initial Board of Directors and Officers

This corporation shall have one director initially. The number of directors may be increased or diminished from time to time by the by-laws, but shall never be less than one. The name and address of the initial director of this corporation is as follows:

Dennis Mark Santoro  
200 West 15th Street  
Panama City, Florida 32401

#### Article IX - Incorporators

The name and address of the person signing these articles is as follows:

Dennis Mark Santoro  
200 West 15th Street  
Panama City, Florida 32401

#### Article X - By-Laws

The power to adopt, alter, amend or repeal by-laws

shall be vested in the Board of Directors and the shareholders.

#### Article XI - Restrictions on Transfer of Stock

Shares of capital stock shall be issued initially to the following person: Dennis Mark Santoro 100%. Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this corporation.

#### Article XII - Cumulative Voting

At each such election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number directors to be elected at that time multiplied by the number of shares, or by distributing such votes on the same principle among any number of such candidates.

#### Article XIII - Calling Of Special Meetings

Special meeting of shareholders may be called by a majority of the outstanding shares.

#### Article XIV - Shareholder Quorum and Voting

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders.

If a quorum is present, the affirmative vote, fifty-one percent (51%) of the shares represented at the meeting and

entitled to vote on the subject matter, shall be the act of the shareholders.

#### Article XV - Shareholders Meeting Required

The shareholders of this corporation may take action by written consent as provided by law.

#### Article XVI - Management of Corporation by Directors

All corporate powers shall be exercised by or under the authority of, and the business affairs of this corporation shall be managed under the direction of, the directors of this corporation.

#### Article XVII - Director Quorum and Voting

A majority of the directors shall constitute a quorum for a meeting of directors.

If a quorum is present, the affirmative vote of a majority of the directors present, or, if a director or directors have abstained from voting in the matter to be voted upon, the affirmative vote of a majority of the remaining directors shall be the act of the Board of Directors.

#### Article XVIII - Meeting by Conference Telephone

Members of the Board of Directors may participate in meetings of the Board of Directors by means of conference telephone as provided by law.

Article XIX - Action by Directors Without a Meeting

The Directors of this corporation may take action by written consent as provided by law.

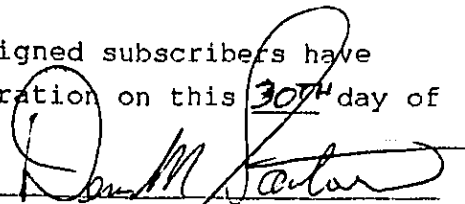
Article XX - Indemnification

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

Article XXI - Amendment

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

**IN WITNESS WHEREOF** the undersigned subscribers have executed these Articles of Incorporation on this 30<sup>TH</sup> day of DECEMBER, 1994.




Dennis Mark Santoro

**STATE OF FLORIDA**  
**COUNTY OF BAY**

**BEFORE ME** personally appeared Dennis Mark Santoro to me well known and known to me to be the person described in and who executed the foregoing instrument, and acknowledged to and before me that they executed said instrument for the purposes therein expressed.

**WITNESS** my hand and official seal, this 30<sup>TH</sup> day of DECEMBER, 1994.

(AFFIX SEAL)

 Frances J. Schoonmaker  
NOTARY PUBLIC  
FRANCES J. SCHOONMAKER  
MY COMM. EXP 4/30/96  
BONDED BY SERVICE INS.  
NO. CC192899

**ACKNOWLEDGEMENT BY DESIGNATED AGENT**

Having been named to accept service of process for the above-stated corporation, at the place designated in the Articles of Incorporation, I hereby agree to act in this capacity, and agree to comply with the provisions of Chapter 40.091, Florida Statutes, relative to keeping said office open.



Dennis Mark Santoro

# P95000000364

## TRANSMITTAL LETTER

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

300002223033--5  
-06/25/97--01100--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

SUBJECT: SANTORO'S SERVICE CENTER, INC  
(Proposed corporate name - must include suffix)

EFFECTIVE DATE  
7/1/97

Enclosed is an original and one (1) copy of the articles of incorporation and a check for :

<input type="checkbox"/> \$70.00	<input type="checkbox"/> \$78.75	<input type="checkbox"/> \$122.50	<input type="checkbox"/> \$131.25
Filing Fee	Filing Fee & Certificate	Filing Fee & Certified Copy	Filing Fee, Certified Copy & Certificate

35<sup>00</sup> FILING FEE FOR NAME CHANGE

FROM: DENNIS M SANTORO  
Name (printed or typed)

200 W 15TH ST  
Address

PANAMA CITY, FLORIDA 32401  
City, State & Zip

(904) 769-6933  
Daytime Telephone number

35  
B. AGENT \_\_\_\_\_  
CERT. COPY \_\_\_\_\_  
CUS \_\_\_\_\_  
OVERPAYMENT \_\_\_\_\_  
TOTAL 35

WIC  
Amend

6/19/97

NOTE: Please provide the original and one copy of the articles.

FILED STATES  
SECRETARY OF CORPORATIONS  
97 JUN 13 AM 11:59



**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SANTORO'S EXXON SERVICE CENTER, INC.**

**FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 JUN 13 AM 11:59**

**EFFECTIVE DATE  
7/1/97**

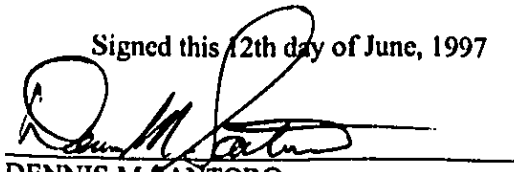
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Article I - The name of the corporation will be Santoro's Service Center, Inc.

The effective date of this Amendment shall be July 1, 1997

The amendment was adopted by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 12th day of June, 1997

  
DENNIS M SANTORO  
PRESIDENT

P95000000364

Requestor's Name  
Santoro's Service Center, Inc  
200 W 15th St  
Panama City, Fl 32402  
City/State/Zip Phone #

300002304433--9  
-09/26/97--01022--0:1  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

1. \_\_\_\_\_  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

- ☐ Walk in ☐ Pick up time \_\_\_\_\_ ☐ Certified Copy  
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input checked="" type="checkbox"/>	Amendment N/C
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

97 SEP 26 PM 12:45

FILED

EFFECTIVE DATE  
10-1-97

Examiner's Initials

9/30

EFFECTIVE DATE  
10-1-97

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
SANTORO'S SERVICE CENTER, INC.**

**FILED**  
97 SEP 26 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

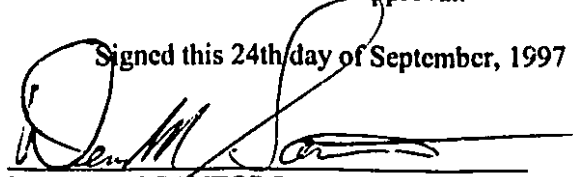
Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendment to its articles of incorporation:

Article I - The name of the corporation will be Santoro's Auto Care, Inc.

The effective date of this Amendment shall be October 1, 1997

The amendment was adopted by the shareholders. The number of votes cast for the amendment was sufficient for approval.

Signed this 24th day of September, 1997



DENNIS M SANTORO  
PRESIDENT