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TRANSMITTAL LETTER

FILED

95 APR 19 AM 11:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-04/19/95--01082--015
***131.50 ***131.50

SUBJECT: J & L MOTORS, 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

Additional Copy Required

FROM: JOHN W. SHIRK JR.
Name (printed or typed)

435 FLORIDA BLVD

Address

NEPTUNE BEACH, FL 32233

City, State & Zip

(904) 399-3628

Daytime Telephone number

APR 24 1995 BSB

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

J & L MOTORS, INC.

The undersigned Incorporator(s), for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopt(s) the following Articles of Incorporation.

ARTICLE I NAME

The name of the corporation shall be: J & L MOTORS, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

2990 PHILLIPS HWY
JACKSONVILLE, FLORIDA 32207

ARTICLE III SHARES

The number of shares of stock that this corporation is authorized to have outstanding at any one time is: 1,000 Shares of Common Stock of Par Value of \$1.00 per share. The shareholders shall have preemptive rights. Cumulative voting shall not be permitted. The shareholders may, by bylaw provision or written shareholders' agreement, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

ARTICLE IV INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and address of the initial registered agent is:

NAME
JOHN W. SHIRK JR.

ADDRESS
435 FLORIDA BOULEVARD
NEPTUNE BEACH, FLORIDA 32233

ARTICLE V * INCORPORATOR(S)

The names and addresses of the incorporators to these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
JOHN W. SHIRK JR.	435 FLORIDA BOULEVARD NEPTUNE BEACH, FLORIDA 32233
LINDA L. SHIRK	SAME AS ABOVE

ARTICLE VI DIRECTOR(S) OF CORPORATION

The names and post office address of the members of the first Board of Directors is:

<u>NAME</u>	<u>ADDRESS</u>
JOHN W. SHIRK JR.	435 FLORIDA BOULEVARD NEPTUNE BEACH, FLORIDA 32233
LINDA L. SHIRK	SAME AS ABOVE

ARTICLES VII DIRECTOR LIMITATIONS

The number of directors may be increased or diminished from time to time by bylaws adopted by the stockholders, but shall never be less than one. Initially, the number of directors shall be two.

ARTICLE VIII TYPE OF BUSINESS

The general nature of the business to be transacted by this corporation is:

To engage in any activity or business permitted by the laws of the United States and of this State.

To the same extent as natural persons might or could do, to purchase or otherwise acquire, and to hold, own, maintain, work, develop, sell, lease, exchange, hire, convey, mortgage or otherwise to dispose of and deal in, lands and leaseholds, and any interest, estate, and rights in real property, and any personal or mixed property, and franchises, rights, licenses or privileges necessary, convenient or appropriate for any of the purposes herein expressed.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of,

and to invest in, deal in and with, goods, wares, merchandise, real and personal property, and services of every class, kind and description, now or hereafter permitted by law.

To conduct business in, have one or more offices in and to buy, hold, mortgage, sell, convey, lease, or otherwise to dispose of real and personal property, including franchises, distributorships, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidences of indebtedness as required.

To purchase the corporate assets of any other corporation and to engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of shares of the capital stock of, or any bonds, securities, or other evidences of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all rights and privileges of ownership, including the right to vote such stock.

To exercise all the powers now granted to this type of corporation under Florida law, and all powers subsequently authorized or granted by law to private corporations.

The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IX CONTINUANCE OF CORPORATION

This corporation is to exist perpetually, and its corporate existence shall begin on filing.

ARTICLE X DIRECTORS AND OFFICERS INDEMNIFICATION

The corporation shall indemnify any and all persons who may serve or who have served at any time as directors or officers, or who at the request of the Board of Directors of the corporation may serve or at any time have served as directors or officers of another corporation at such time owned or may own shares of stock or of which it was or may be a creditor, and their respective heirs, administrators, successors and assigns, against any and all expenses, including amounts paid upon judgments, counsel fees, and amounts paid in

settlement (before or after suit is commenced), actually and necessarily incurred by such persons in connection with the defense or settlement of any claim, action, suit, or proceeding in which they, or any of them, are made parties, or a party, or which may be asserted against them or any of them, by reason of being or having been directors or officers or a director or officer of the corporation, or of such other corporation, except in relation to matters as to which any such director or officer or former director or officer or person shall be adjudged in any action, suit, or proceeding to be liable for his own negligence or misconduct in the performance of his duty. Such indemnification shall be in addition to any other rights to which those indemnified may be entitled under any law, by-law, agreement, vote of stockholders, or otherwise, and the corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XI AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the holder or holders of a majority of the stock entitled to vote thereon.

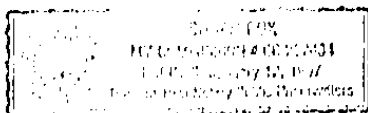

JOHN W. SHIRK JR.

STATE OF FLORIDA

COUNTY OF DUVAL

I hereby certify that on this day, before me, a Notary Public duly authorized in the State of Florida and County of Duval to take acknowledgments, personally appeared John W. Shirk Jr., to me well known to be the person described as the incorporator in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

Witness my hand and official seal in the County and State named above, this 13th day of April, A.D. 1995.



Susan Cox
Notary Public

My commission expires: 01/12/97

ACKNOWLEDGMENT AND ACCEPTANCE

OF REGISTERED AGENT

Having been named to accept service of process for the above stated corporation, at the place designated in the Articles of Incorporation to which this is attached, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said place.

John W. Shirk Jr.
JOHN W. SHIRK JR.

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 or 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: J & L MOTORS, INC.

2. The name and address of the registered agent and office is:

JOHN W. SHIRK JR.

(Name)

435 FLORIDA BLVD.

(P.O. Box or Mail Drop Box **NOT** acceptable)

NEPTUNE BEACH, FLORIDA 32233

(City/State/Zip)

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.

John W. Shirk Jr.
(Signature)

APRIL 13, 1995
(Date)

FILED
APR 19 1995
SECRET
TALLAHASSEE, FLORIDA