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FLORIDA DEPARTMENT OF STATE  
JIM SMITH, SECRETARY OF STATE  
DIVISION OF CORPORATIONS

ATTN: SANDRA PEARCE

P.O. BOX 6327  
TALLAHASSEE, FLORIDA 32314

New Filing Section

Aug 09, 1995

FILED  
95 AUG 14 PM 3:49  
TALLAHASSEE, FLORIDA

DEAR SANDRA PEARCE:

CHECK NO: 1610:

ALLSPORT AUTO, INC.

Note: confirmed above name with 'Chris. Womock, 8-8-95 @ 11:24 A.M.

ENCLOSED PLEASE FIND MY CHECK FOR \$ 122.50 COVERING THE VARIOUS FEES  
FOR INCORPORATION.

THANK YOU,

✓   
MICHAEL J. MEDINIS,  
DOUGLAS J. WILLIAMS, Incorporators

re:941-334-3722

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POT  
8-14-95

ARTICLES OF INCORPORATION  
OF  
ALLSPORT AUTO, INC.

KNOW ALL PERSONS BY THESE PRESENTS, that the undersigned, natural persons of the age of twenty one years or more, acting as incorporators of a corporation under the provisions of the statutes of the state of FLORIDA, adopt the following Articles of Incorporation.

ARTICLE I--Name

The name of this corporation is:

ALLSPORT AUTO, INC.

ARTICLE II--Duration

The period of duration of the corporation is perpetual.

ARTICLE III--Purposes and Powers

Section 1. Purposes. The corporation is organized for the

purpose of engaging in the business of AUTO SALES both RETAIL & WHOLESALES SALES and for the purpose of transacting any and all lawful business permitted under the laws of FLORIDA.

Section 2. Powers. Subject to any specific limitations imposed by these Articles of Incorporation, the corporation shall have the following powers:

- (a) All those powers authorized by statute.
- (b) The power to carry out the purposes set forth above in any state, territory, district or possession of the United States, or in any foreign country, to the extent that such purposes are not forbidden by the law of such state, territory, district, or possession of the United States, or by such foreign country.
- (c) The power to indemnify any director, officer, or employee, or former director, officer or employee of the corporation against expenses actually and necessarily incurred by him or her in connection with the defense or settlement of any action, suit or proceeding in which he or she is made party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he or she shall be adjudged of misconduct in the performance of duty.

ARTICLE IV--Authorized Shares

The aggregate number of shares which the corporation shall have authority to issue is -FIVE THOUSAND-( 5,000 ), shares all of which shall be with a par value of \$ 1.00.

- (a) The amount of Capital with which this corporation will commence business is \$ 500.00
- (b) That the names, places of residence of the initial shareholders, and the number of shares subscribed by each are:

ARTICLES OF INCORPORATION FOR:

ALLSPORT AUTO., INC.

TOTAL NUMBER OF SHARES ISSUED AND OUTSTANDING: 500 SHARES;  
SHARES DISTRIBUTED TO:

|                     |                 |     |        |
|---------------------|-----------------|-----|--------|
| MICHAEL J. MEDINIS  | SS# 373 78 9006 | 250 | SHARES |
| DOUGLAS J. WILLIAMS | SS# 353 52 8225 | 250 | SHARES |

ARTICLE V. Classes of Shares and Shareholders' Rights

Section 1. Classes of Shares.

- (a) VOTING COMMON STOCK.
- (b) NO OTHER CLASS OF STOCK.

Section 2. Common Stock in the Event of the Liquidation or the Dissolution of the Corporation.

- (a) Shall be to the holders of common stock.
- (b) n/a.

Section 3. Voting Rights.

- (a) Common Stock. Every holder of common stock of the corporation shall be entitled to one vote for each share of stock standing in his or her name on the books of the corporation.
- (b) n/a.

- (c) Cumulative Voting. At each election of directors, cumulative voting shall be permitted.

Section 4. Pre-emptive Rights.

- (a) Common Stock. The holders of the common stock of the corporation shall have a preemptive right to purchase the shares of the common stock of the corporation that may be authorized by these Articles of Incorporation and unissued, and shall have the preemptive right to purchase at such price and upon such terms and conditions as the Board of Directors shall fix, such of the shares of the common stock of the corporation as may be authorized in excess of the shares of common stock authorized by these Articles of Incorporation, or as may be held in the treasury of the corporation. (Such preemptive rights shall be exercised in the respective ratio which the number of shares held by each shareholder at the time of such issue bears to the total number of shares outstanding in the names of all shareholders at such time.)

ARTICLE VI--Regulation of Internal Affairs

Section 1. The general management of the affairs of the corporation shall be exercised by a Board of Directors.

Section 2. The Board of Directors shall have the power to make, alter, amend or repeal the bylaws, but any bylaws so made may be altered, amended or repealed by the affirmative vote of two-thirds (2/3) of the shareholders having voting rights at any annual or special meeting.

ARTICLES OF INCORPORATION FOR:

ALLSPORT AUTO, INC.

Section 3. No contract or other transaction between (1) the corporation and one or more of its directors, or (2) between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or (3) between the corporation and any corporation or association of which one or more of its directors are shareholders, members, directors, officers, or employees or in which they are interested, shall be invalid solely because of the fact of such interest or the presence of such director or directors at the meeting of the Board of Directors of the corporation which acts upon or in reference to such contract or transaction, provided the facts of such interest shall be disclosed or known to the Board of Directors and the Board of directors shall, nevertheless, authorize, approve and ratify such contract or transaction by a vote of a majority of the directors present. Such interested director or directors shall be counted in determining whether a quorum is present, but shall not be counted in calculating the majority necessary to carry such vote and not to be permitted to vote upon such question. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

ARTICLE VII--Initial Registered Office,  
Initial Resident Agent  
and Principal Office

The address of the initial registered office of the corporation is  
4208 FOWLER STREET, FORT MYERS, FLORIDA 33901  
Tel. 941-278-8474

and the name of the initial registered agent is:

MICHAEL J. MEDINIS

of the corporation at such Principal Office address is:

4208 FOWLER STREET  
FORT MYERS, FLORIDA, 33901  
Tel. # 941-278-8474

ARTICLE VIII--Board of Directors

The Initial Board of Directors shall consist of TWO members, and the names and addresses of the persons who are to serve as directors until the first annual meeting of shareholders or until their successors be elected and qualify are:

MICHAEL J. MEDINIS, 770 WILSON AVENUE, FORT MYERS, FL. 33907  
DOUGLAS J. WILLIAMS, 7139 N. BRENTWOOD RD. FORT MYERS, FL. 33919

Page 4.

ARTICLES OF INCORPORATION FOR:  
ALLSPORT AUTO. INC.

ARTICLE IX--Incorporators

The names and addresses of the incorporators of the corporation are:

MICHAEL J. MEDINIS  
770 WILSON AVENUE  
FORT MYERS, FLORIDA 33907

DOUGLAS J. WILLIAMS  
7139 N. BRENTWOOD RD.  
FORT MYERS, FLORIDA 33919

ARTICLE X--Indemnification

Each person herein named or hereafter elected a Director or officer of this corporation shall be indemnified by the corporation against all costs and expenses, including counsel fees, reasonably incurred by or imposed upon him or her in connection with or resulting from any claim, demand, action, suit or proceedings to which he or she is or may be made a party by reason of being or having been a director or officer of this corporation, except as to matters as to which he or she shall be finally adjudged in such action to have been derelict in the performance of his or her duties as such director or officer.

ARTICLE XI--Right to Amend

The right is expressly reserved to amend this Article of Incorporation or any article herein in any manner or respect now or hereafter permitted or provided by the corporation laws of the state of FLORIDA, and the rights of all shareholders are expressly made subject to such power of amendment.

IN WITNESS WHEREOF the undersigned subscribers executed these Articles of Incorporation on the 10<sup>th</sup> day of:

MONTH OF August,

YEAR 1995.

  
MICHAEL J. MEDINIS

  
DOUGLAS J. WILLIAMS  
Subscriber/Incorporator

STATE OF FLORIDA ]  
COUNTY OF LEE ]

BEFORE ME, the undersigned authority, personally appeared,  
Michael J. Medinis & Douglas J. Williams, to be known to be the  
person[S] who executed the foregoing Articles of Incorporation, and  
who has produced as identification the Florida drivers licenses :  
# M352-550-60-386-0 & W452-170-56-402-0 dated 10-26-97 & 11-02-97;

under the Name[s]: SAME AS ABOVE,

or Identification[s]: N/A

and he [they] acknowledged to and before me that he [they] executed  
such instrument.

SWORN TO AND SUBSCRIBED & IN WITNESS WHEREOF, Before me this  
day, I have hereunto set my hand and seal this 10<sup>th</sup> day of  
AUGUST, 1995.



LEO M. TUSCAN  
MY COMMISSION # 00479714 EXPIRES  
July 11, 1999  
BONDED THIRD PARTY INSURANCE, INC.

Leo M. Tuscan  
Notary Public

My Commission Expires: \_\_\_\_\_  
stamp

Seal

Aug 09, 1995

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

IN COMPLIANCE WITH SECTION 15.091, FLORIDA STATUTES,  
THE FOLLOWING IS SUBMITTED:

FIRST: THAT ALLSPORT AUTO, INC.  
(Name of Corporation)

DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA  
WITH ITS PRINCIPAL PLACE OF  
FORT MYERS, FLORIDA

STATE OF FLORIDA

HAS NAMED MICHAEL J. MEDINIS  
(Name of Register Agent)

LOCATED AT 4208 FOWLER STREET  
(Street Address and Number of Building  
Post Office Address are not accepted.)

CITY OF FORT MYERS, STATE OF FLORIDA, 33901  
AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN FLORIDA.

SIGNATURE: [Signature]  
(Corporate Officer)  
TITLE President  
DATE 08-10-95

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE  
ABOVE STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE,  
I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY  
WITH THE PROVISION OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE  
PERFORMANCE OF MY DUTIES.

SIGNATURE [Signature]  
MICHAEL J. MEDINIS (Registered Agent)  
DATE 08-10-95

FILED  
25 AUG 14 PM 3:49  
CLERK OF DISTRICT COURT  
SOUTHERN DISTRICT OF FLORIDA