

P95000067360

OFFICE USE ONLY (Document #)

Overson & Assoc.

(Requestor's Name)

10863 Winton Rd

(Address)

Largo

(City, State, Zip)

34648

(Phone #)

OFFICE USE ONLY

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

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

☐ Walk in ☐ Pick up time \_\_\_\_\_

☐ Certified Copy

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☐ 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 type="checkbox"/>	Amendment
<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

SHARON L. TALA  
AUG 30 1995

Examiner's Initials

**ARTICLES OF INCORPORATION**

**of**

**D & G AUTO SALES & SERVICE, INC.**

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

**ARTICLE I. CORPORATE NAME.**

The name of this Corporation is:

D & G AUTO SALES & SERVICE, INC.

**ARTICLE II. NATURE OF BUSINESS AND POWERS.**

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

**ARTICLE III. CAPITAL STOCK.**

The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is one hundred (100) shares of common stock with no par value. Each of the said shares of stock will entitle the holder thereof to one (1) vote at any meeting of the Stockholders. Cumulative voting for Officers or Directors of the Corporation is specifically disallowed by these Articles of Incorporation.

It is the intention of the Corporation that all shares of stock of the Corporation shall conform to Section 1244 of the Internal Revenue Service Code. Such actions as are necessary will be taken by the appropriate Officers to accomplish this compliance.

It is further declared to be the intention of the Corporation to elect to be taxed as a partnership under the Internal Revenue Service Code provisions for corporate election of Sub-Chapter "S" treatment in any year in which it is economically beneficial to the Corporation.

**ARTICLE IV. STOCK TRANSFERS - CORPORATION'S RIGHT OF FIRST REFUSAL.**

No Stockholder shall have the right to sell, assign, pledge, encumber, transfer, or otherwise dispose of any of the shares of stock of the Corporation without first offering such shares for sale to the Corporation at the net asset value thereof. Such offer shall be in writing, signed by the Stockholder; shall be sent by registered or certified mail to the Corporation at its principal place of business; and shall remain open for acceptance by the Corporation for a period of thirty (30) days from the date of mailing. If the Corporation fails or refuses within such period to make satisfactory arrangements for the purchase of such shares, the Stockholder shall have the right to dispose of his shares as he may see fit.

On the death of any Stockholder, the Corporation shall have the right to purchase all shares owned by such Stockholder immediately prior to his death on the terms set forth above, and this provision shall be binding on the executor, administrator, or personal representative of each Stockholder.

The Corporation shall have the right to further restrict transfers of shares of stock of the Corporation by entering into a Stock Purchase Agreement with the Stockholders. Any such Agreement, to be effective, must be signed by all of the Stockholders of the Corporation, and must also be signed by all of the Directors of the Corporation.

Each share of stock certificate issued by the Corporation shall have printed or stamped thereon the following legend:

"These shares of stock are held subject to certain transfer restrictions imposed by the Articles of Incorporation of the Corporation. A copy of such Articles is on file at the principal office of the Corporation."

"Additional transfer restrictions may be imposed by a Stock Purchase Agreement between the Corporation and the Stockholders. A copy of such Agreement, if any, shall be on file at the principal office of the Corporation."

**ARTICLE V. TERM OF EXISTENCE.**

This Corporation shall have perpetual existence, commencing upon filing of these Articles.

**ARTICLE VI. REGISTERED AGENT AND INITIAL REGISTERED OFFICE.**

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

A. EDWARD OVERTON, ESQUIRE  
10863 Ulmerton Road  
Security Plaza  
Largo, FL 34648

The initial Principal Office of this Corporation in the State of Florida shall be:

c/o E. DONALD WALKER  
3796 42ND AVENUE SOUTH  
ST. PETERSBURG, FL 33711

The Board of Directors from time to time may move the Registered Office to any other address in the State of Florida.

**ARTICLE VII. BOARD OF DIRECTORS.**

This Corporation shall have one Director initially. 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. New Directors may be added to the Board of Directors by approval of a simple majority of the Stockholders. The maximum number of Directors that may serve on the Board of Directors at one time shall be set at five Directors.

**ARTICLE VIII. INITIAL DIRECTOR(S).**

The name(s) of the initial Director(s) of this Corporation and their street addresses is:

E. DONALD WALKER  
3796 42ND AVENUE SOUTH  
ST. PETERSBURG, FLORIDA 33711

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**ARTICLE IX. RIGHTS OF INITIAL DIRECTORS.**

The initial Director shall have the right to be a Director of the Corporation provided that the respective Director is a Stockholder of the Corporation owning at least forty-nine percent (49%) of the outstanding stock of the Corporation.

By acquiring stock in this Corporation, each Stockholder agrees to abide by this right and to elect the initial Director named in these Articles of Incorporation to the office of Director as long as that Director is a Stockholder of the Corporation, and that the restrictions concerning minimum ownership of stock as set out in the preceding paragraph are complied with by that Director.

This Article may not be amended in any way without the written consent of each of the initial Directors as long as he is still a Stockholder of the Corporation at the time of any such amendment.

**ARTICLE X. INCORPORATOR.**

The name and street address of the person or corporation signing these Articles of Incorporation as the Incorporator is:

A. EDWARD OVERTON, ESQUIRE  
10863 Ulmerton Road  
Security Plaza  
Largo, FL 34648-1794

(813) 585-8006

**ARTICLE XI. AMENDMENTS.**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders and approved at a Stockholders' meeting by at least a majority of the stock entitled

to vote, unless all of the Directors and all of the Stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

**ARTICLE XII. BYLAWS.**

The power to adopt, alter, amend, and repeal the Bylaws shall be vested in the Board of Directors, but all alterations, amendments, and repeals of the Bylaws must be approved by a majority of the Stockholders.

**ARTICLE XIII. INDEMNIFICATION.**

The Corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned, as Incorporator, has executed the foregoing Articles of Incorporation on the 26<sup>th</sup> day of August, 1995.

  
A. EDWARD OVERTON, ESQUIRE

INCORPORATOR

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED  
IN ARTICLES OF INCORPORATION**

A. Edward Overton, Esquire, having a business office identical with the registered office of the incorporator name above, and having been designated as the Registered Agent in the above and foregoing Articles, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

  
A. EDWARD OVERTON, ESQUIRE

EXHIBIT "H-5"