

995000068930

AUTO DEALER FUNDING, INC.
9838 Old Baymeadows Road - Suite 107
Jacksonville, Florida 32256

August 15, 1995

Office of the Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

SEP 7 11:13 AM '95
SECRETARIAL SERVICES
TALLAHASSEE, FLORIDA

Re: Proposed Charter for:
Auto Dealer Funding, Inc.

Greetings:

Enclosed is a proposed charter for the above named corporation, along with a certificate designating the resident agent and place of business.

Also enclosed is a check for \$70.00 for the following charges and fees:

Filing Fee	\$35.00
Resident Agent Fee	<u>\$35.00</u>
Total	\$70.00

Please issue the charter for the corporation and return to me a certified copy of the charter.

If additional information is needed or if additional charges are to be made, please telephone me at (904) 815-6600.

Sincerely,

4100001515-434
08/21/95 10:06 AM
*****70.00 *****70.00

Douglas C. Grimes

Douglas C. Grimes

Enclosures

Handwritten notes and signature:
2007/1
[Signature]



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 22, 1995

DOUGLAS C. GRIMES
9838 OLD BAYMEADOWS ROAD STE 107
JACKSONVILLE, FL 32256

SUBJECT: AUTO DEALER FUNDING, INC.
Ref. Number: W95000016909

We have received your document for AUTO DEALER FUNDING, INC. and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 895A00039238

ARTICLES OF INCORPORATION
OF
AUTO DEALER FUNDING, INC.

We the undersigned, for the purpose of forming a corporation for profit under the laws of Florida, hereby adopt the following Articles of Incorporation:

Article I - Name

The name of the corporation is AUTO DEALER FUNDING, INC.

Article II - Nature of Business

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

1. To provide financing for the purchase, reconditioning and sale of motor vehicles.
2. To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and a personal property, and services of every class, kind and description; except that it is not to conduct any business forbidden by law.
3. To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses, in the State of Florida, and in all other states and countries.
4. To contract debts and borrow money, lease and sell or pledge bonds, debentures, notes, and other evidences of indebtedness, and execute such mortgages, transfers of corporate property, or other instruments to secure the payment of corporate indebtedness as required.
5. To purchase the corporate assets of any other corporation and engage in the same or other character of business.
6. To endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire, or dispose of the shares of the capital stock, or any bonds, securities, or other evidence 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 the rights, powers and privileges of ownership, including the right to vote such stock.
7. To become guarantor or surety for any other person, firm, or corporation for the purpose or transaction whatsoever.
8. To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.
9. To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors, and to grant such stock options to officers, employees, directors and others as the directors may deem to be in the interest of the corporation.
10. To enjoy all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

The foregoing shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers and purposes of this corporation.

Article III - Capital Stock

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 5,000 shares of \$.10 par value common stock. The Board of Directors is authorized to issue "Section 1244 Stock," as defined by Section 1244 of the Internal Revenue Code.

Article IV - Initial Capital

The amount of capital with which this corporation will begin business of Five hundred and no/100 dollars (\$500.00).

Article V - Term

This corporation shall have perpetual existence.

Article VI - Address

The post office address of the principle office of this corporation in the State of Florida is 9838 Old Baymeadows Road - Suite 107, Jacksonville, Florida 32256. The Board of Directors may from time to time move the office to any other place in Florida.

Article VII - Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one.

Article VIII - Initial Directors

The name and post office address of the members of the first Board of Directors of the corporation are:

Douglas C. Grimes
President, Secretary, Treasurer
9838 Old Baymeadows Road - Suite 107
Jacksonville, Florida 32256

Article IX - Subscribers

The names and post office addresses of the subscribers of these Articles are:

Douglas C. Grimes
9838 Old Baymeadows Road - Suite 107
Jacksonville, Florida 32256

Article X - Registered Office and Registered Agent

The initial registered agent for the corporation is Douglas C. Grimes, and the initial registered office for that agent and the corporation is Route 2, Box 1668, Glen St. Mary, Florida 32040.

Article XI - Preemptive Rights for Shareholders

All shareholders of stock in the corporation shall have preemptive rights.

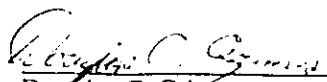
Article XII

1. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the stockholders or the directors, but the directors may not alter or amend any By-Law adopted by the stockholders.
2. The initial By-Laws of this corporation shall be adopted by the directors. The By-Laws may be amended from time to time by either the stockholders or the directors, but the directors may not alter or amend any By-Law adopted by the stockholders.
3. Ownership of stock shall not be required to make any person eligible to hold office either as an officer or director of this corporation.
4. The stockholders may, by By-Law provision or by stockholder's agreement, recorded in the minute book, impose such restriction on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.
5. Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.
6. Any contract or other transaction between the corporation and one or more of its directors, or 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 between the corporation and any corporation or association of which one or more of its directors are shareholders, member, director, officer, or employee, or in which they are interested, shall be valid for all purposes, notwithstanding 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, and notwithstanding his or their participation in such action, if the fact 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 to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such a vote. This action shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.
7. The Board of Directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Article XIII

The corporation shall indemnify any director, officer, or employee, or former director, officer, or employee of the corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. The corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of such action, suit, or proceeding, if it shall be found by a majority of the committee composed of the directors not involved in the matter in controversy (whether of not a quorum) that it was to the interest of the corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any rights to which such director, officer, or employee may be entitled under any by-law, agreement, vote of stockholders, or otherwise.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 15th day of August, A.D., 1995.

 (SEAL)
Douglas C. Grimes

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR
DOMICILE FOR THE SERVICE OF PROCESS
WITHIN THIS STATE
AND
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

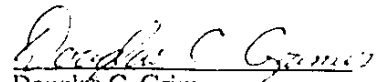
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That Auto Dealer Funding, Inc. desiring to organize under the laws of the State of Florida, with its principle office, as indicated in the Articles of Incorporation, at City of Jacksonville, County of Duval, State of Florida, has named Douglas C. Grimes, located at Route 2, Box 1668, City of Glen St. Mary, County of Baker, State of Florida 32040, as its agent to accept service of process within this state.

ACKNOWLEDGEMENT:

Having been named to accept service of process for the above named corporation at a place designated in this certificate, I hereby accept to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.


Douglas C. Grimes
Resident Agent