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DIVISION OF CORPORATIONS

ACCOUNT NO. : 072100000032

REFERENCE : 787310 6209A

AUTHORIZATION :

*Patricia Pizito*

COST LIMIT : \$ 70.00

ORDER DATE : December 29, 1995

ORDER TIME : 10:01 AM

ORDER NO. : 787310

400001673974

CUSTOMER NO: 6209A

CUSTOMER: William H. Cauthen, Esq  
CAUTHEN & FELDMAN

215 N. Joanna Avenue

Tavares, FL 32778-3200

EFFECTIVE DATE  
JAN - 1 1996

DOMESTIC FILING

NAME: LAKE WEIR AUTO PARTS, INC.

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned

EXAMINER'S INITIALS:

*DKS*  
**BROWN JAN - 2 1996**

FILED  
95 DEC 29 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

EFFECTIVE DATE  
JAN - 1 1996

FILED  
95 DEC 29 AM 9:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
LAKE WEIR AUTO PARTS, INC.

The undersigned natural person(s) of legal age, acting as incorporator(s) under the provisions of Florida Statutes, Chapter 607, adopt the following Articles of Incorporation:

ARTICLE I  
Name

The name and address of this corporation shall be:

LAKE WEIR AUTO PARTS, INC.  
12865 East Hwy. 25  
Oklawaha, FL 32179

ARTICLE II  
Purposes

The corporation may engage in any activity or business permitted under the laws of the United States of America and of this State.

ARTICLE III  
Stock Clause

The aggregate number of shares of stock which this corporation shall have authority to issue shall be 10,000 shares of common stock (each with a par value of \$1.00).

ARTICLE IV  
Subscribers, Incorporators & Directors

The name and address of the Subscriber and Incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE P. BRIGGS	12865 East Hwy. 25 Oklawaha, FL 32179

The name and addresse of the Director is:

<u>NAME</u>	<u>ADDRESS</u>
GEORGE P. BRIGGS	12865 East Hwy. 25 Oklawaha, FL 32179

ARTICLE V  
Informal Shareholder Action

The holders of not less than a majority of the issued and outstanding shares of the voting stock of the corporation may act by written agreement without a meeting, as provided in Florida Statutes 607.0704 and the bylaws.

ARTICLE VI  
Fundamental Changes

The affirmative vote of holders of the <<majority>> of the outstanding shares of all classes of stock entitled to vote shall be necessary for the following corporate action:

- (a) Amendment, alteration, change or repeal of any provision of the Articles of Incorporation;
- (b) Reorganization, merger or consolidation of the corporation;
- (c) Sale, lease or exchange of the major portion of the property or assets of the corporation;
- (d) Dissolution of the corporation;
- (e) Issuance of shares of any class, series or kind of stock (whether or not presently authorized), including treasury stock.

ARTICLE VII  
Directors

A. The business of the corporation shall be managed initially by a board of one (1) director. The number of directors may be, as provided in the bylaws, increased or decreased, but shall never be less than one (1) director.

B. The entire Board of Directors, or any individual director, may be removed from office without assignment of cause by affirmative vote. Directors who are not stockholders may be removed for cause by a majority vote of all classes of stock entitled to vote. Any director who is also a stockholder may be removed for cause by the affirmative vote of a majority of the outstanding shares of all classes of stock entitled to vote exclusive of his own shares of stock.

C. Any vacancy on the Board of Directors shall be filled by the shareholders at a regular or special meeting called for that purpose. A shareholder removed as a director for cause shall not be entitled to vote to fill his own vacancy by voting for himself without prior approval secured by the affirmative vote of a

majority of the outstanding shares of all classes of stock entitled to vote, exclusive of his own shares of stock.

D. Members of the Board of Directors or an Executive Committee shall be deemed present at a meeting if a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used.

ARTICLE VIII  
Effective Date

The date that corporate existence shall begin shall be January 1, 1996. This election is pursuant to Florida Statute 607.0123.

ARTICLE IX  
Registered Office and Registered Agent

The address of the initial registered office of this corporation is 12865 East Hwy. 25, Oklawaha, FL 32179. The name of the Registered Agent of this corporation is GEORGE P. BRIGGS at the above office address.

ARTICLE X  
Bylaws

Bylaws of this corporation may be adopted, amended, or repealed by either the Board of Directors or by the Stockholders, except as otherwise provided in the Bylaws.

IN WITNESS WHEREOF, the undersigned, being the incorporator certifies to the truth of the facts herein stated, this 28th day of December, 1995.

  
\_\_\_\_\_  
GEORGE P. BRIGGS

ACCEPTANCE

I hereby accept to act as initial Registered Agent for LAKE WEIR AUTO PARTS, INC., as stated in these Articles of Incorporation.

  
\_\_\_\_\_  
GEORGE P. BRIGGS