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LAW OFFICES OF
BRIANT T. HAYES, P.A.
245 E. WASHINGTON STREET
MONTICELLO, FLORIDA 32344
904-897-3526
FAX 904-897-8338

FILED
96 JAN 23 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

January 23, 1996

Secretary of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

Dear Sir/Madam:

In re: THE CAR PLACE OF JEFFERSON CO., INC.

Enclosed for filing are the Articles of Incorporation of The Car Place of Jefferson Co., Inc. Also enclosed is my check for \$122.50 for filing fee.

Very truly yours,

BTH
Brian T. Hayes

BTH/fg

Enc.

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***122.50 ***122.50

Will wait

D. BROWN JAN 23 1996

ARTICLES OF INCORPORATION OF
THE CAR PLACE OF JEFFERSON CO., INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles Incorporation, each a natural person competent to contract, hereby associate themselves to form a corporation under the laws of Florida.

ARTICLE I. NAME

The name of this corporation is: THE CAR PLACE OF JEFFERSON CO., INC.

ARTICLE II. NATURE OF BUSINESS

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

(a) The purchase and resale to and from the general public of used automobiles, light trucks and other associated ventures including recreational vehicles.

(b) To establish, purchase, lease as lessee, or otherwise acquire, own, operate and sell motor vehicles, foreign and domestic, and to offer the same for sale to the public in Monticello, Jefferson County, Florida, and such other locations as may subsequently be approved by the directors.

(c) To 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 personal property, and services of every class, kind and description, except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, or cemetery company; and buildings and loan

association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(d) 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.

(e) To contract debts and borrow money, issue 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.

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

(g) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the 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 the rights, powers and privileges of ownership, including the right to vote such stock; and

(h) To engage in any activity or business permitted under the laws of the United States of America and the State of Florida.

ARTICLE III. CAPITAL STOCK

The maximum number of shares of stock tht this corporation is authorized to have outstanding at any ono time is: ONE THOUSAND (1,000) shares of common stock, having a par value of TEN AND NO/100 DOLLARS (\$10.00) por share.

ARTICLE IV. INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than TEN THOUSAND AND NO/100 DOLLARS (\$10,000.00).

ARTICLE V. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI. REGISTERED OFFICE AND REGISTERED AGENT

The registered office of this corporation is: 1065 North Jefferson Street, Monticello, Jefferson County, Florida 32344. The principal place of business of this corporation is: 1065 North Jefferson Street, Monticello, Jefferson County, Florida 32344. The Board of Directors may, from time to time, move the registered office to any other address in Florida.

The name and address of the resident agent of the corporation is: STEVEN RISSMAN, 236 West Washington Street, Monticello, Florida 32344.

ARTICLE VII. DIRECTORS

This corporation shall have not less than two (2) directors initially. The number of directors may be increased or diminished from time to time, by by-laws adopted by the stockholders.

The initial directors and members of the first Board of

Directors are as follows:

STEVEN RISSMAN President/Secretary	236 W. Washington Street Monticello, Florida 32344
JAMES T. SURLES, JR. Vice President/Treasurer	Rt. 1, Box 111-C Lamont, Florida 32337

ARTICLE VIII. INCORPORATORS

The names and addresses of each incorporator of these Articles of Incorporation are:

STEVEN RISSMAN	Post Office Box 206 Monticello, Florida 32344
JAMES T. SURLES, JR.	Rt. 1, Box 111-C Lamont, Florida 32337

ARTICLE IX. STOCKHOLDERS

The names and addresses of the initial stockholders of this corporation, the number of shares each agrees to take and the value of the consideration therefore are:

STEVEN RISSMAN 400 shares - \$4,000.00	Post Office Box 206 Monticello, Florida 32344
JAMES T. SURLES, JR. 400 shares - \$4,000.00	Rt. 1, Box 111-C Lamont, Florida 32337

Two Hundred (200) shares shall be retained as treasury stock for said corporation.

Each share of the capital stock this corporation shall from time to time be authorized to issue shall be subject to limitations and restrictions on alienation and transfer by the holders thereof as may be set forth in the By-Laws of this corporation.

ARTICLE X. AMENDMENT

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 a majority of the stock entitled to vote thereon, unless all the directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

1-23-96
Date

STEVEN RISSMAN

1-23-96
Date

JAMES T. SURLES, JR.

DESIGNATION OF REGISTERED AGENT
AND ACCEPTANCE

The incorporators of this corporation hereby designate STEVEN RISSMAN, 236 West Washington Street, Monticello, Florida 32344, as Registered Agent; and the said STEVEN RISSMAN hereby accepts such designation.

Dated this 23rd day of January, 1996.

STEVEN RISSMAN

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