

PA 96000017875

CAPITOL SERVICES d/b/a
PARALEGAL & ATTORNEY SERVICE BUREAU, INC.

(Requestor's Name)

1406 Hays Street, Suite 2

(Address)

Tallahassee, FL 32301 (904) 656-3992

(City, State, Zip)

(Phone #)

FILED

96 FEB 27 PM 1:25

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OFFICE USE ONLY

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

1. CA Funding Inc. (Document #) _____
(Corporation Name)
2. _____ (Document #) _____
(Corporation Name)
3. _____ (Document #) _____
(Corporation Name)
4. _____ (Document #) _____
(Corporation Name)

☒ Walk in

☒ Pick up time 2/27

☒ Certified Copy

☐ 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

RECEIVED
96 FEB 27 AM 10:44
DIVISION OF CORPORATION

D. BROWN FEB 27 1996

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
CA FUNDING INC.**

FILED
96 FEB 27 PM 1:25
TALLAHASSEE, FLORIDA

FIRST: The name of the corporation is CA Funding Inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the State of Florida is 7400 Baymeadows Road, Suite 200, Jacksonville, Florida 32256. The name and address of the registered agent in the State of Florida is Nancy Noble, Coggin Automotive Group, 7400 Baymeadows Road, Suite 200, Jacksonville, Florida 32256. The principal place of business is the same as the registered office.

Signature of acceptance by agent for service of process:

Ms. Nancy Noble

Signature: Nancy Noble

THIRD: The purpose of the corporation is to act as general partner of the Florida limited partnership registered as CA Funding 2 Ltd. ("CA Funding 2") whose purpose is to act as general partner of the Florida limited partnership registered as CA Funding 1 Ltd ("CA Funding 1").

FOURTH: The total number of shares of stock which the Board of Directors of the Corporation shall have authority to issue is 5,000 shares of common stock, which are without par value

FIFTH: The Corporation shall be operated in such a manner that it would not be substantively consolidated in the estate of any other individual, corporation, partnership, joint venture, trust or unincorporated organization or any other legal entity, whether acting in an individual, fiduciary or other capacity (each a "Person") (that is, in such a manner that the separate corporate existence of the Corporation would not be disregarded), in the event of a bankruptcy or insolvency of such Person, and in such regard, the Corporation shall:

(a) not become involved in the day-to-day management of any other Person except CA Funding 1 and CA Funding 2;

(b) engage only in those activities required to perform the functions described in the THIRD section hereof and matters necessarily incident thereto;

- (c) maintain separate corporate records and books of account and a separate business office from any other Person;
- (d) maintain its assets separately from the assets of any other Person (including through the maintenance of a separate bank account);
- (e) maintain separate financial statements, books and records from any other Person;
- (f) not guarantee any other Person's obligations or accept funds from any other Person for the payment of the Corporation's expenses (other than certain incorporation or set-up expenses) and all obligations or indebtedness incurred by the Corporation;
- (g) conduct all business correspondence of the Corporation and other communications in the Corporation's own name; and
- (h) not act as an agent of any other Person in any capacity other than acting as general partner of CA Funding 2.

SIXTH: The Corporation shall at all times, except as noted hereafter in this **SIXTH** Section of these Articles of Incorporation, have at least two directors (each individually an "Independent Director") who shall not be and never were:

- (i) a stockholder (direct, indirect, or beneficial), or advisor (except in the capacity of director of the Corporation) of the Coggin Automotive Corporation, a Florida corporation, or any of its Affiliates (as hereinafter defined). For purposes of these Articles, an Affiliate with respect to any entity is any person or entity that:
 - (a) owns, directly or indirectly more than 5% of the common stock (any class) of such entity (if the entity is a corporation) or that otherwise holds a substantial ownership interest in such entity (if the entity is not a corporation), or that controls, directly or indirectly through one or more intermediaries, such entity;
 - (b) is a director, officer, partner, joint venturer, or legal advisor of such entity or that serves in any capacity in which a fiduciary duty is owed to such entity, or that otherwise has the power or authority to designate any person to serve in any capacity described in this subclause (b);
 - (c) is owned, in whole or material part, or is controlled, directly or indirectly through one or more intermediaries, by such entity or that is under common ownership or control with such entity; or

(d) any relative or spouse of any such person, or any relative of such spouse who has the same home as such person.

(The Coggin Automotive Corporation and its Affiliates other than the Corporation are referred to hereinafter collectively as "the Coggin Automotive Group").

(ii) a trustee, conservator or receiver of any member of the Coggin Automotive Group;

(iii) a person related to or Affiliated with any person identified in clause (i) or (ii); or

(iv) a director, officer, employee, customer, supplier or Affiliate of any member of the Coggin Automotive Group, or any person or entity that has received any material benefit (excluding, however, any compensation received by the directors, in such persons' capacity as such, of the Corporation) in any form whatever from, or any person or entity that has provided any service (excluding, however, any service provided by the directors, in such persons' capacity as such, of the Corporation) in any form whatever to any member of the Coggin Automotive Group.

In the event of death, incapacity, resignation or removal of either or both of the Independent Directors, the board of directors of the Corporation shall promptly elect one or two Independent Directors as applicable. Any Independent Director so elected by the board of directors shall hold office until the next annual election of directors and until his or her successor shall be duly elected and shall qualify. The Board of Directors of the Corporation shall not vote on any matter unless and until at least two Independent Directors have been duly elected and qualified to serve on the board of directors.

SEVENTH: Notwithstanding any other provision of these Articles of Incorporation and any provision of law that otherwise empowers the Corporation, neither the Corporation nor the Board of Directors nor any committee appointed or designated thereby shall without the unanimous vote of the Board of Directors, including the affirmative vote of the Independent Directors and the affirmative vote of the holders of 100% of the common stock outstanding:

(a) make an assignment for the benefit of creditors, file a petition in bankruptcy, petition or apply to any tribunal for the appointment of a custodian, receiver or any trustee for it or for a substantial part of its property, commence any proceeding under any bankruptcy, reorganization, arrangement, readjustment of debt, dissolution or liquidation law or statute of any jurisdiction, whether now or hereinafter in effect, consent or acquiesce in the filing of any such petition, application, proceeding or appointment of or taking possession by the custodian, receiver, liquidator, assignee, trustee, sequestrator (or other similar official) of the Corporation or any substantial part of its property, or admit its inability to pay its debts generally

as they become due or authorize any of the foregoing to be done or taken on behalf of the Corporation or take any corporate action in furtherance of any such action;

(b) amend, alter, change or repeal the THIRD, FIFTH, SIXTH, ELEVENTH, or this SEVENTH section of these Articles of Incorporation or adopt, amend or change any section of these Articles of Incorporation so as to be inconsistent with such THIRD, FIFTH, SIXTH, SEVENTH, or ELEVENTH section;

(c) dissolve or liquidate, in whole or in part; or

(d) consolidate with or merge into any other entity or convey, transfer or lease its properties and assets substantially as an entirety to any entity, or permit any entity to merge into the Corporation or convey, transfer or lease its properties and assets substantially as an entirety to the Corporation.

EIGHTH: To the extent permitted under the Florida Business Corporation Act, none of the Corporation's directors shall be liable to the Corporation or its stockholders for monetary damages as a result of breaching any fiduciary duty as a director.

If the Florida Business Corporation Act is hereafter amended to authorize the further elimination or limitation of the liability of a director, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended.

NINTH: The Corporation shall, to the fullest extent permitted by Section 607.0850 (including actions of the type described in subsections (a) and (b) thereof) of the Florida Business Corporation Act, as the same may be amended from time to time, indemnify and reimburse all persons whom it may indemnify and reimburse pursuant thereto; provided, that the Corporation may obligate itself but shall not be obligated hereby to indemnify any person who has acted as agent of the Corporation or who has acted at the request of the Corporation as agent of another corporation. The indemnification provided for herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any By-law of the Corporation, agreement, vote of stockholders or disinterested directors or otherwise.

TENTH: The EIGHTH and NINTH sections hereof and this TENTH section may not be amended or modified to increase the liability of a director, or repealed, except upon the affirmative vote of the holders of 75% or more of the outstanding shares of common stock. No such amendment, modification or repeal shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment, modification or repeal.

ELEVENTH: The Board of Directors is authorized to make, alter or repeal the By-laws of the Corporation, except that such original or additional By-laws or any alteration, amendment or repeal thereof shall not in any manner impair, nor impair the intent of, the THIRD, FIFTH, SIXTH, SEVENTH or this ELEVENTH section of these Articles of Incorporation. Election of directors need not be by written ballot.

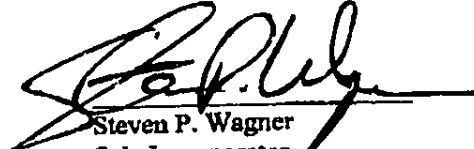
TWELFTH: Notwithstanding any other provisions of these Articles of Incorporation and any provision of law that otherwise so empowers this Corporation, this Corporation shall not, without the unanimous consent of all members of the Board of Directors and all of the holders of the common stock entitled to so consent at such time, voluntarily commence any proceeding or file any petition under any bankruptcy, insolvency, reorganization, liquidation or similar law, or make a general assignment for the benefit of creditors, or admit in writing its inability to pay its debts generally, or consent to the appointment of a conservator, receiver, liquidator, trustee or similar official, or take any corporate action to authorize any of the foregoing. This TWELFTH section of these Articles of Incorporation may not be amended without the unanimous consent of all members of the Board of Directors and all of the holders of the common stock entitled to vote on the matters contained in this TWELFTH section of these Articles of Incorporation.

THIRTEENTH: The name and mailing address of the sole incorporator are as follows:

Steven P. Wagner
425 Park Avenue
New York, New York 10022-3598

FOURTEENTH: The Corporation is to have perpetual existence.

THE UNDERSIGNED, being the sole incorporator of the Corporation, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Florida does make these Articles of Incorporation, hereby declaring and certifying that the facts herein stated are true and, accordingly, does hereunto set his hand this 26 day of February, 1996.


Steven P. Wagner
Sole Incorporator

FILED
96 FEB 27 PM 1:25
TALLAHASSEE, FLORIDA

November 18, 1996

Automotive Group

P96000017875

COGGIN MANAGEMENT COMPANY
Jacksonville, FL

COGGIN AUTOMOTIVE CORP.
Jacksonville, FL

COGGIN PONTIAC-GMC TRUCK
Jacksonville, FL

COGGIN NISSAN
Jacksonville, FL

COGGIN HONDA
Jacksonville, FL

COGGIN ACURA
Jacksonville, FL

SATURN OF REGENCY
Jacksonville, FL

SATURN OF ORANGE PARK
Jacksonville, FL

SATURN OF THE AVENUES
Jacksonville, FL

COGGIN KIA
Jacksonville, FL

COGGIN MERCEDES-BENZ
HONDA/BMW
FL Pierce, FL

COGGIN-ANDREWS HONDA
Orlando, FL

BAYWAY FINANCIAL SERVICES
Jacksonville, FL

HOLIDAY INN-BAYMEADOWS
Jacksonville, FL

T.G.I. FRIDAYS
Jacksonville, FL

Mr. Buck Kohr
Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

SECRET
12/03/96-01116-001

RE: CORPORATION ADDRESS CHANGES

Dear Mr. Kohr:

Enclosed is our check for \$805.00 to cover the \$35.00 charge for each of the twenty-three (23) Form CR2ED45(1/95) which are enclosed.

We trust this is acceptable rather than submitting a separate check for each request.

If anything further is required in order to change our records, please give me a call.

Many thanks for your help.

Sincerely,

Wilma S. Gallagher

Wilma S. Gallagher
Vice President &
Chief Administrative Officer

Enclosures

RECEIVED
96 NOV 21 AM 10:29
DIVISION OF CORPORATIONS

96 NOV 21 PM 12:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

12/4
Jon
R.O. Change

STATEMENT OF CHANGE OF REGISTERED OFFICE OR REGISTERED AGENT OR BOTH FOR CORPORATIONS

FILING FEE: \$35.00