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CLERK OF CORPORATION

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

AMERILAWYER®

(Requestor's Name)

343 ALMERIA AVENUE

(Address)

CORAL GABLES, FL 33134 - (305) 445-2700

(City, State, Zip)

(Phone #)

OFFICE USE ONLY

200001726942  
-02/28/96--01074--019  
\*\*\*2170.00 \*\*\*\*\*70.00

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

1. KWI KIE TITLE LOAN, INC.  
(Corporation Name) (Document #)
2. \_\_\_\_\_  
(Corporation Name) (Document #)
3. \_\_\_\_\_  
(Corporation Name) (Document #)
4. \_\_\_\_\_  
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time \_\_\_\_\_

☐ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input checked="" 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	

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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	

2-29-96  
Examiner's Initials

UW

**ARTICLES OF INCORPORATION  
OF  
KWI KIE TITLE LOAN, INC.**

FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
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The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Corporation for profit under Chapter 607 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the Corporation is KWI KIE TITLE LOAN, INC., (hereinafter, "Corporation").

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation shall engage in any activity or business permitted under the laws of the United States and of the State of Florida.

**ARTICLE 3 - PRINCIPAL OFFICE**

The address of the principal office of this Corporation is 430 North Washington Boulevard, Sarasota, Florida 34236 and the mailing address is the same.

**ARTICLE 4 - INCORPORATOR**

The name and street address of the incorporator of this Corporation is:

Elsie Sanchez  
343 Almeria Avenue  
Coral Gables, Florida 33134

**ARTICLE 5 - OFFICERS**

The officers of the Corporation shall be:

President:	Alan W. Lipsay
Vice-President:	Gordon S. Rogers
Secretary:	Gordon S. Rogers
Treasurer:	Alan W. Lipsay

whose addresses shall be the same as the principal office of the Corporation.



#### **ARTICLE 6 - DIRECTOR(S)**

The Director(s) of the Corporation shall be:

Gordon S. Rogers  
Alan W. Lipsay

whose addresses shall be the same as the principal office of the Corporation.

#### **ARTICLE 7 - CORPORATE CAPITALIZATION**

7.1 The maximum number of shares that this Corporation is authorized to have outstanding at any time is **SEVEN THOUSAND FIVE HUNDRED (7,500)** shares of common stock, each share having the par value of **ONE DOLLAR (\$1.00)**.

7.2 No holder of shares of stock of any class shall have any preemptive right to subscribe to or purchase any additional shares of any class, or any bonds or convertible securities of any nature; provided, however, that the Board of Director(s) may, in authorizing the issuance of shares of stock of any class, confer any preemptive right that the Board of Director(s) may deem advisable in connection with such issuance.

7.3 The Board of Director(s) of the Corporation may authorize the issuance from time to time of shares of its stock of any class, whether now or hereafter authorized, or securities convertible into shares of its stock of any class, whether now or hereafter authorized, for such consideration as the Board of Director(s) may deem advisable, subject to such restrictions or limitations, if any, as may be set forth in the bylaws of the Corporation.

7.4 The Board of Director(s) of the Corporation may, by Restated Articles of Incorporation, classify or reclassify any unissued stock from time to time by setting or changing the preferences, conversions or other rights, voting powers, restrictions, limitations as to dividends, qualifications, or term or conditions of redemption of the stock.

#### **ARTICLE 8 - SUB-CHAPTER S CORPORATION**

The Corporation may elect to be an S Corporation, as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended.



8.1 The shareholders of this Corporation may elect and, if elected, shall continue such election to be an S Corporation as provided in Sub-Chapter S of the Internal Revenue Code of 1986, as amended, unless the shareholders of the Corporation unanimously agree otherwise in writing.

8.2 After this Corporation has elected to be an S Corporation, none of the shareholders of this Corporation, without the written consent of all the shareholders of this Corporation shall take any action, or make any transfer or other disposition of the shareholders' shares of stock in the Corporation, which will result in the termination or revocation of such election to be an S Corporation, as provided in Subchapter S of the Internal Revenue Code of 1986, as amended.

8.3 Once the Corporation has elected to be an S Corporation, each share of stock issued by this Corporation shall contain the following legend:

"The shares of stock represented by this certificate cannot be transferred if such transfer would void the election of the Corporation to be taxed under Sub-Chapter S of the Internal Revenue Code of 1986, as amended."

#### **ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT**

All of the shares of stock of this Corporation may be subject to a Shareholders' Restrictive Agreement containing numerous restrictions on the rights of shareholders of the Corporation and transferability of the shares of stock of the Corporation. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

#### **ARTICLE 10 - POWERS OF CORPORATION**

The Corporation shall have the same powers as an individual to do all things necessary or convenient to carry out its business and affairs, subject to any limitations or restrictions imposed by applicable law or these Articles of Incorporation.

#### **ARTICLE 11 - TERM OF EXISTENCE**

This Corporation shall have perpetual existence.



**AMERILAWYER®**

#### **ARTICLE 12 - REGISTERED OWNER(S)**

The Corporation, to the extent permitted by law, shall be entitled to treat the person in whose name any share or right is registered on the books of the Corporation as the owner thereof, for all purposes, and except as may be agreed in writing by the Corporation, the Corporation shall not be bound to recognize any equitable or other claim to, or interest in, such share or right on the part of any other person, whether or not the Corporation shall have notice thereof.

#### **ARTICLE 13 - REGISTERED OFFICE AND REGISTERED AGENT**

The initial address of registered office of this Corporation is AmeriLawyer® Chartered, located at 343 Almeria Avenue, Coral Gables, Florida 33134. The name and address of the registered agent of this Corporation is AmeriLawyer® Chartered, 343 Almeria Avenue, Coral Gables, Florida 33134.

#### **ARTICLE 14 - BYLAWS**

The Board of Director(s) of the Corporation shall have power, without the assent or vote of the shareholders, to make, alter, amend or repeal the Bylaws of the Corporation, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Director(s) at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of the Bylaws.

#### **ARTICLE 15 - EFFECTIVE DATE**

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### **ARTICLE 16 - AMENDMENT**

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of Florida, and all rights conferred upon shareholders in these Articles of Incorporation or any amendment hereto are granted subject to this reservation.



IN WITNESS WHEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 26 February 1996.

  
\_\_\_\_\_  
Elsie Sanchez, Incorporator

56 FEB 29 AM 9:27

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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

AmeriLawyer® Chartered, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under Section 607.0505, Florida Statutes.

AmeriLawyer® Chartered

By:   
\_\_\_\_\_  
Natalia Uribe, Vice President

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DIVISION OF CORPORATION  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

AMERILAWYER®  
(Requestor's Name)  
343 ALMERIA AVENUE  
(Address)  
CORAL GABLES, FL 33134 - (305) 445-2700  
(City, State, Zip) (Phone #)

\*\*\*\*\*  
11/27/95-11/27/95  
\*\*\*\*\*

OFFICE USE ONLY

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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 checked="" 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	
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<input type="checkbox"/>	Fictitious Name
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REGISTRATION/ QUALIFICATION	
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<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

N. HENDRICKS MAR 28 1996

Examiner's Initials

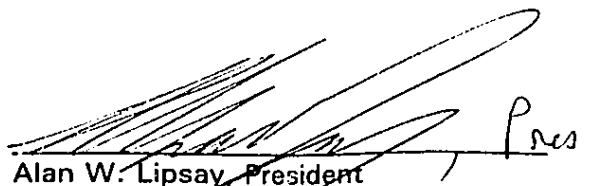
**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
KWI KIE TITLE LOAN, INC.**

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following Articles of Amendments to its Articles of Incorporation:

- FIRST:** The name of this corporation shall be changed to **KWIKIE TITLE LOAN, INC.**
- SECOND:** The date of the adoption of this amendment is the 12 March 1996.
- THIRD:** The amendment was approved by the shareholders. The number of votes cast for the amendment was sufficient for approval.
- FOURTH:** This amendment shall be effective upon the filing of these Articles of Amendment to Articles of Incorporation with the Secretary of State of Florida.

Signed this 12 March 1996.

  
Alan W. Lipsay, President

ARTAMEND



343 ALMERIA AVENUE • CORAL GABLES, FL 33134 • (305) 445-2700 • (800) 603-3900 • FACSIMILE (305) 447-8900  
MAILING ADDRESS - POST OFFICE BOX 144479, CORAL GABLES, FL 33114-4479



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LEVIN AND TANNER, P.A.  
CENTURY BANK BUILDING  
1660 FRUITVILLE ROAD  
SUITE 108  
SARASOTA, FL 34236

City/State/Zip

Phone #

800002254268-4

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\*\*\*\*245.00 \*\*\*\*122.50

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<input type="checkbox"/>	Reinstatement
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<input type="checkbox"/>	Other

\$35 Filing fee  
\$35 RA des. fee  
\$52 50-cent copy

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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AND  
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7-28-97  
SP8



**FLORIDA DEPARTMENT OF STATE**

**Sandra B. Mortham**  
Secretary of State

July 18, 1997

LEVIN AND TANNENBAUM, P.A.  
% JEROME LEVIN  
1680 FRUITVILLE ROAD, #102  
SARASOTA, FL 34236

*File*  
SUBJECT: KWIKIE AUTO LOAN, INC.  
Ref. Number: ~~99000012865~~

*pg 1666 18600*

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The document must contain written acceptance by the registered agent, (i.e. "I heroby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

The amendment cannot be adopted and executed by an incorporator if directors have been selected. Please arnend your document accordingly.

If you have any questions concerning the filing of your document, please call (850) 487-6916.

Carol Mustain  
Corporate Specialist

Letter Number: 097A00036730

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
KWIKIE TITLE LOAN, INC.**

*Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:*

**FIRST: Amendment(s) Adopted:**

**NAME:** The name of the corporation is hereby amended to be:

**OLD FASHIONED AUTO SALES, INC.**

**REGISTERED AGENT AND**

**REGISTERED OFFICE:**

The registered agent and office of the corporation is hereby amended to be:

**Alan W. Lipsay, Esq.  
430 N. Washington Blvd.  
Sarasota, Florida 34236**

**SECOND:** If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment, if not contained in the amendment itself, are as follows:

**FOURTH: Adoption of Amendment(s) (check one)**

☐ The amendment(s) was/were approved by the shareholders. The number of votes cast for the amendment(s) was/were sufficient for approval.

**APPROVED  
AND  
FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

- ☐ The amendment(s) was/were approved by the shareholders through voting groups.

*The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):*

"The number of votes cast for the amendment(s) was/were sufficient for approval by \_\_\_\_\_."  
(voting group)

- ☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.
- ☒ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 10 day of July, 1997.

KWIKIE TITLE LOAN, INC.

By: 

Alan W. Lipsay, Esq.  
President

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**STATE OF FLORIDA  
DEPARTMENT OF STATE**

**Certificate Designating Place of Business or Domicile for the Service of Process  
Within This State, Naming Agent Upon Whom Process May Be Served**

The following is submitted, in compliance with Chapter 48.091, Florida Statutes:

**OLD FASHIONED AUTO SALES, INC.**

a corporation organized (or organizing) under the laws of the State of Florida with its principal office at 430 N. Washington Blvd., Sarasota, Florida 34236, in the County of Sarasota, State of Florida, has named **ALAN W. LIPSAY, ESQ.** of 430 N. Washington Blvd., Sarasota, Florida 34236, of the County of Sarasota, State of Florida, as its agent to accept service of process within this State.

I agree as Resident Agent to accept Service of Process; to keep office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by Law.

  
Alan W. Lipsay, Esq.  
Registered Agent