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*7600018793*

ACCOUNT NO. : 072100000032

REFERENCE : 064937 164228A

AUTHORIZATION :

*Patricia Pyzdek*

COST LIMIT : \$ 122.50

ORDER DATE : February 29, 1996

ORDER TIME : 11:23 AM

ORDER NO. : 064937

800001728228

CUSTOMER NO: 164228A

CUSTOMER: Steven P. Kushner, Esq.  
STEVEN P. KUSHNER, P.A.

Suite 202  
1375 Jackson Street  
Fort Myers, FL 33901

DOMESTIC FILING

NAME: CROWN MOTORS OF SOUTHWEST  
FLORIDA, INC.

EFFECTIVE DATE:

☒ ARTICLES OF INCORPORATION  
☐ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☒ CERTIFIED COPY  
☐ PLAIN STAMPED COPY  
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Daniel W Leggett

EXAMINER'S INITIALS:

**T. BROWN FEB 29 1996**

FILED  
96 FEB 29 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RECEIVED  
56 FEB 29 PM 12:07  
DIVISION OF CORPORATION

STEVEN P. KUSHNER, P.A.  
ATTORNEY AT LAW  
THE TIDEWATER BUILDING  
1875 JACKSON STREET, SUITE 404  
FORT MYERS, FLORIDA 33901  
—  
TELEPHONE (941) 337-0080  
FAX (941) 337-7000

February 28, 1996

Secretary of State  
Division of Corporations  
Corporate Records Bureau  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Filing Articles of Incorporation  
Crown Motors of Southwest Florida, Inc.  
Gulf Coast Finance, Inc.

Gentlemen:

Enclosed herewith please find the originally executed Articles of Incorporation for CROWN MOTORS OF SOUTHWEST FLORIDA, INC. and GULF COAST FINANCE, INC. As discussed in a telephone conversation with Sheldon of the Document Examination Section this morning, he indicated that a single witness for each Incorporator will be acceptable.

If you have any questions or require additional information, please do not hesitate to call me. Thank you for your prompt attention to this request.

Very truly yours,



Steven P. Kushner  
Attorney at Law

SPK/cal

Enclosures

**ARTICLES OF INCORPORATION  
OF  
CROWN MOTORS OF SOUTHWEST FLORIDA, INC.**

**FILED**  
96 FEB 29 PM 1:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Incorporators, who are subscribers to these Articles of Incorporation, in order to effect a duly incorporated Florida corporation, competent to contract, hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND ADDRESS:** The name of this corporation is CROWN MOTORS OF SOUTHWEST FLORIDA, INC. The address of the corporation is 2509 Fowler Street, Fort Myers, Florida 33901.

**ARTICLE II**

**NATURE OF BUSINESS:** The corporation may engage in any activity or business permitted under the laws of the United States and of this State. The purpose of the corporation is to open, commence operations, and operate a used car business, and all related activities pertaining thereto.

**ARTICLE III**

**CAPITAL STOCK:** The maximum number of shares of stock that this corporation is authorized to have outstanding at any one time is Seven Thousand Five Hundred (7,500) shares of TEN DOLLARS (\$10.00) par value common stock. The consideration to be paid for each share shall be fixed by the Board of Directors from time to time. All of the capital stock shall be common stock. The corporation hereby elects to have preemptive rights, such rights shall extend to shares issued for any purpose, and for any consideration, including those which are issued in exchange for services whether past or future. With regard to the issuance of shares for services, should it be the

case that the corporation intends to issue shares in exchange for services, the then currently existing shareholders shall have the right to acquire additional shares from the corporation, at a price determined by dividing the net worth (book value) of the corporation by the number of shares which will be outstanding after the issuance of shares in exchange for services.

#### **ARTICLE IV**

**INITIAL CAPITAL:** The amount of capital with which the corporation will begin business is Ten Thousand Dollars (\$10,000.00).

#### **ARTICLE V**

**TERM OF EXISTENCE:** This corporation shall have perpetual existence, except that it may be dissolved as provided by law.

#### **ARTICLE VI**

**INITIAL REGISTERED AGENT AND OFFICE:** The street address of the initial registered office of this corporation is 2509 Fowler Street, Fort Myers, Florida 33901. The name of the initial registered agent of this corporation is Bruce M. Danielson.

Having been named to accept service of process for Crown Motors of Southwest Florida, Inc., I hereby agree to act in this capacity and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

ACCEPTED BY: \_\_\_\_\_

  
Bruce M. Danielson

#### **ARTICLE VII**

**DIRECTORS:** The number of Directors shall be two (2) initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the Shareholders.

#### **ARTICLE VIII**

**INITIAL DIRECTORS:** The names and addresses of the initial Directors, who subject to the By-Laws of the Corporation shall hold office for the first year of existence of this Corporation or until his or her successor is elected and has qualified are:

##### **NAME AND ADDRESS**

Richard D. Fernandez  
20 Catalpa Court  
Fort Myers, FL 33919

Bruce M. Danielson  
1424 SE 17th Terrace  
Cape Coral, FL 33990

#### **ARTICLE IX**

**CUMULATIVE VOTING:** As to the election of Directors of the Corporation, each shareholder shall be entitled to cast one (1) vote: one (1) vote for each share of stock in the Corporation which they own; and any shareholder can cast as many votes as they wish for any one or more of the directorships. Consequently, upon reaching the level of stock ownership necessary by formula, any minority stockholder would be mathematically able to select one (1) member to the Board of Directors.

#### **ARTICLE X**

**SUBSCRIBERS:** The names and addresses of the Subscribers to these Articles of Incorporation is as follows:

##### **NAME AND ADDRESS**

Richard D. Fernandez  
20 Catalpa Court  
Fort Myers, FL 33919

Bruce M. Danielson  
1424 SE 17th Terrace  
Cape Coral, FL 33919

#### **ARTICLE XI**

**EFFECTIVE DATE:** These Articles of Incorporation shall be effective upon approval by the Secretary of State of the State of Florida. The corporation shall commence business thereafter.

#### **ARTICLE XII**

**BYLAWS:** The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter, or repeal any Bylaw adopted by the directors. The directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the directors adopt Bylaws which would be in conflict with the Bylaws adopted by the shareholders.

#### **ARTICLE XIII**

**NOTICE OF MEETING:** Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any directors 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.

#### **ARTICLE XIV**

**CONTRACTING WITH THE CORPORATION:** A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member or any corporation of which any director or officer is a shareholder, officer or director, is in any way interested in such transaction or contract, provided that such

transaction or contract is or shall be authorized, ratified, or approved either (a) by a vote of a majority of a quorum of the Board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consent, or by the vote of any shareholders meeting of the holders of record, of a majority of all the outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or through any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction or contract. Nothing herein contained shall create liability in the events above described or prevent the authorized approval of such contracts in any other manner permitted by law.

#### **ARTICLE XV**

**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 Shareholders and approved at a shareholders' meeting by a majority of the stock entitled to vote thereon, unless all of the Directors and all of the Shareholders sign a written statement manifesting their intention that a certain amendment to the Articles of Incorporation be made.

#### **ARTICLE XVI**

**INDEMNIFICATION:** In the event that an officer or director is sued by any party, other than the Corporation with regard to alleged actions or omissions by said officer or director taken in the course of their duty to the Corporation and their activity on behalf of the Corporation in such

official capacity, the Corporation shall, to the extent allowable at law, fully indemnify such officer or director with regard to any damages, judgments or claims, together with any and all court costs and reasonable attorneys fees incurred, at trial or at the appellate level. The foregoing indemnification, however, shall be applicable only where such alleged wrongdoings relate to the advancing of the best interests of the Corporation, and do not evidence any wanton or willful intent, gross negligence or gross recklessness, as determined by the Board of Directors. Upon approval by the Board, the Corporation, to the extent allowable by law, may defray the costs of defending any litigation filed against such officer or director in accordance with, and subject to the limitations set forth immediately above. The Board of Directors shall make such determination in their sole discretion and may elect to defray such costs without any requirement that a judgment be obtained by a plaintiff as a prerequisite to defraying such expense.

IN WITNESS WHEREOF, we have hereunto set our hands and seals, acknowledged and filed the foregoing Articles of Incorporation, under the laws of the State of Florida, this 26<sup>th</sup> day of February, 1996.

WITNESSES:

CROWN MOTORS OF SOUTHWEST  
FLORIDA, INC.

a Florida corporation

By: Bruce M. Danielson  
Bruce M. Danielson, Incorporator

Jerri B. Ritz  
Jerri B. Ritz  
(print or type name)

Jerri B. Ritz  
Jerri B. Ritz  
(print or type name)

By: Richard D. Fernandez  
Richard D. Fernandez, Incorporator



STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, Bruce M. Danielson to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 26th day of February, 1996.

Edith Huggins  
Notary Public  
Name: EDITH HUGGINS  
Certificate No. or  
Serial No. 294195

My Commission Expires: 6/13/97



STATE OF FLORIDA  
COUNTY OF LEE

I HEREBY CERTIFY that before me this day, personally appeared, Richard D. Fernandez to me known to be the individual described in and who executed the foregoing Articles of Incorporation and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the County and State named, this 26th day of February, 1996.

Edith Huggins  
Notary Public  
Name: EDITH HUGGINS  
Certificate No. or  
Serial No. 294195

(SEAL)

My Commission Expires: 6/13/97

