

1201 HAYS STREET  
TALLAHASSEE, FL 32301  
904-222-0071  
904-222-0072

800-342-8086



*Handwritten signature: Patricia Pappas*

REFERENCE # 877240 ATTORNEY

AUTHORIZATION #

*Patricia Pappas*

COST LIMIT \$ 122.50

ORDER DATE : March 11, 1996

ORDER TIME : 3:47 PM

ORDER NO. : 877240

900001739399

CUSTOMER NO: 810210

CUSTOMER: Ernest S. Marshall, Esq.  
ERNEST S. MARSHALL, ESQ

615 DUB Street, N.  
Brentwood, FL 34205

EFFECTIVE DATE  
MAR - 5 1996

FILED  
96 MAR 12 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

DOMESTIC FILING

NAME: WHOLESALE AUTO TRANSPORT, 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: Gwen J. Butler

EXAMINER'S INITIALS: T. BROWN MAR 13 1996

NR R96-900

~~NR 96-5416~~





FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

RECEIVED  
96 MAR 12 PM 4:15  
DIVISION OF CORPORATIONS

March 12, 1996

*use date*

CSC NETWORKS  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

SUBJECT: WHOLESALE AUTO TRANSPORT, INC.  
Ref. Number: W9600005416

We have received your document for WHOLESALE AUTO TRANSPORT, INC. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

The effective date is not acceptable since it is not within five working days of the date of receipt.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6932.

Teresa Brown  
Corporate Specialist

Letter Number: 196A00010976

*resubmit*



EFFECTIVE DATE  
MAR - 5 1996

ARTICLES OF INCORPORATION  
OF  
WHOLESALE AUTO TRANSPORT, INC.

FILED  
96 MAR 12 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscribers to these Articles of Incorporation, natural persons competent to contract, do hereby associate themselves with the herein named persons to form a corporation for profit under the laws of the State of Florida.

ARTICLE I

The name of the corporation is WHOLESALE AUTO TRANSPORT, INC.

ARTICLE II

The address of the principal place of business of the corporation is 1101 9th Street West, Bradenton, Florida 34205. The mailing address of the corporation is 1101 9th Street West, Bradenton, Florida 34205.

ARTICLE III

The duration of this corporation shall be perpetual.

ARTICLE IV

The general purpose of the business to be transacted to the same extent as a natural person might or could do, is:

(a) To conduct and carry on the business of automotive transport, management of a corporation and all businesses allowed by the State of Florida, and to do such other things as are incidental, proper and necessary in the operation of said business and in carrying out of any or all said purposes.

(b) To acquire, own, improve, develop, subdivide, lease, operate, maintain, work, hire, mortgage, sell, contract, exchange, hold, use and convey or otherwise dispose of in this state, and in any and every state, territory, district, or country in which the corporation may carry on business, such real and personal estate, property rights, privileges, consents and franchises as the purposes of the corporation in the convenient transaction of its business may require, or for such other purposes which the corporation deems proper and are lawful, investing the funds of the corporation in stocks, bonds, or securities of any other corporation owing any such land or other property.

(c) To acquire, own, use, lease, maintain, mortgage, sell and exchange certain personal property now in or hereafter to be placed in or used about the corporations premises, or any other property subsequently acquired by it.



(d) To acquire all the property, assets, business and good will of a going concern of any domestic or foreign corporation, or associations, joint stock company or partnership or person, and engage in and transact any and all business theretofore lawfully engaged in by corporation, association, joint stock company or partnership or person.

(e) To improve, manage, develop, sell, assign, transfer, lease, mortgage, pledge or otherwise dispose of or turn to account or deal with, all or any part of the property of the corporation, and from time to time vary any investment or employment of capital of the company.

(f) To borrow money, and to make and issue notes, bonds, debentures, obligations, contracts and evidences of indebtedness of all kinds, whether secured by mortgage, pledge or otherwise, without limit as to amount, and to secure the same by mortgage, pledge or otherwise, and generally to make and perform any and all things and acts and have and exercise all the rights, privileges, powers and franchises that corporations of like nature, organized under the laws of the State of Florida are empowered, authorized and permitted to do and perform in the transaction of any or all lawful businesses, and any rights to contract pursuant to such laws and powers herein.

#### ARTICLE V

The maximum number of stock that this corporation is authorized to have outstanding at any time is one hundred (100) shares of Common Stock, each share having a par value of one hundred dollars (\$100.00) per share.

Authorized common stock may be paid for in cash, services, or property, at a just value to be fixed by the Board of Directors of this corporation at any regular or special meeting.

#### ARTICLE VI

The street address of the initial registered office of this corporation is: 1101 9th Street West West, Bradenton, Florida 34205, and the name of the initial registered agent of this corporation at that address is: RONALD C. RACKI.

#### ARTICLE VII

This corporation shall have one (1) director initially. The number of directors may be either increased or diminished from time to time by the by-laws, but shall never be less than one (1). The



names and addresses of the initial directors of this corporation are:

<u>NAME</u>	<u>ADDRESS</u>
RONALD C. RACKI	9920 Spoonbill Road East Bradenton, Florida 34209

These directors shall hold office until the election and qualification of their successors.

#### ARTICLE VIII

The names and addresses of the incorporators are:

<u>NAME</u>	<u>ADDRESS</u>
RONALD C. RACKI	9920 Spoonbill Road East Bradenton, Florida 34209

#### ARTICLE IX

The affairs of this corporation may be managed by a Board of Directors, who shall be elected by the stockholders at each annual meeting. Each share of common stock shall have one (1) vote. At any annual meeting of the stockholders, or any special meeting called for that purpose, the number of directors, may, by a 51% vote of the stockholders, be increased to any number not more than three (3), or decreased to any number not less than one (1). The Directors shall serve from the time of their election until the next annual meeting of the shareholders, and the election and qualification of their successors. When a vacancy occurs on the Board of Directors, other than by expiration of term, the remaining members of the Board, by a majority vote shall fill the vacancy. The annual meeting of the stockholders of this corporation shall be held at the principal office of the corporation at such time as may be fixed by the by-laws. The corporation may issue the whole or any part of its capital stock as partly paid stock, subject to cause thereon, until the whole thereof shall be paid in full. The directors shall have power without the assent or vote of the stockholders to fix the amount to be reserved as working capital, to authorize and cause to be executed all the necessary documents to carry out the purpose of this corporation upon all property of the corporation or any part thereof.

#### ARTICLE X

At any meeting of the stockholders, the presence and person or by proxy, holders of 51% of the outstanding shares entitled to vote shall constitute a quorum to conduct corporate business.



Unless all directors and shareholders sign a written statement manifesting their intention that the following action be taken, it shall be necessary for the holders of 51% of the outstanding shares of this corporation to affirmatively approve, after approval by the Board of Directors, the following corporate action:

(a) Amend, alter or repeal By-Laws or Articles of Incorporation of this corporation;

(b) Merger or consolidation of this corporation;

(c) Reduction or increase of the stated capital of this corporation;

(d) Reduction or increase in the number of authorized shares of the corporation;

(e) Sale, lease, or exchange of the major portion of the property or assets of the corporation;

(f) Dissolution of the corporation.

A majority of the members of the Board of Directors shall constitute a quorum, each having one (1) vote.

#### ARTICLE XI

The corporation shall commence its existence on March 5, 1996.

#### ARTICLE XII

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment thereto, and any right conferred upon the stockholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation, this 5<sup>th</sup> day of May, 1996.

  
RONALD C. RACKI

STATE OF FLORIDA  
COUNTY OF MANATEE

BEFORE ME, a Notary Public, this day personally appeared RONALD C. RACKI, to be well known and known to me to be the person described in and who subscribed to the foregoing Articles of



of Wholesale Auto Transport, Inc., and he acknowledged to me that he subscribed to the same voluntarily and freely for the uses and purposes therein expressed.

IN WITNESS WHEREOF, I have hereunto signed my name and affixed my official seal at Bradenton, in the above County and State, this 5 day of May, 1996.

Cheryl Scott  
Notary Public



CHERYL SCOTT  
My Commission CC488050  
Expires Aug. 06, 1999  
Bonded by AND  
800-852-5878

Form of identification used: FL D.L. R-200-723-70-256-C



CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE

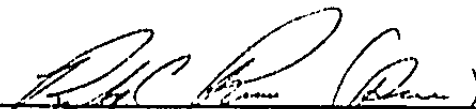
Pursuant to the provisions of Section 607.0501 of the Florida Business Corporation Act, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating its registered office and registered agent, in the State of Florida.

1. The name of the corporation is Wholesale Auto Transport, Inc.

2. The name and address of the registered agent and office of the corporation is:

RONALD C. RACKI, 1101 9th Street West, Bradenton, Florida 34205.

Signed:

  
\_\_\_\_\_  
RONALD C. RACKI  
President  
Date: 3/5/96

Having been named as registered agent and to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept the appointment as registered agent, and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

SIGNATURE:

  
\_\_\_\_\_  
RONALD C. RACKI

DATE:

3/5/96

FILED  
96 MAR 12 PM 12:40  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



P96000022623

ERNEST S. MARSHALL, P.A.

ATTORNEY AT LAW

015 - 9th STREET WEST

BRADENTON, FLORIDA 34205-7730

GENERAL PRACTICE  
REAL PROPERTY  
WILLS, ESTATES AND  
ESTATE PLANNING  
TRIAL PRACTICE - GENERAL

April 8  
March 21, 1996

AREA CODE (041)  
PHONE 740-2161  
FAX (041) 747-0021

Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 11 1996

RE: RACKI - WHOLESALE AUTO TRANSPORT, INC.  
DOCUMENT NO: P9600002263

Dear Sir:

Enclosed please find the original, plus one copy of the Articles of Amendment of Wholesale Auto Transport, Inc.

Please file the original Articles of Amendment of Wholesale Auto Transport, Inc., with the state and return a certified copy to my office at your earliest opportunity.

I have enclosed my check number 9884, dated March 21, 1996, in the amount of \$87.50, to cover your fees.

Thank you for your assistance in this matter.

Yours very truly,

*Ernest S. Marshall*

Ernest S. Marshall

ESM/clb  
Enclosures (3)

RECEIVED  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA  
APR 11 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. HENDRICKS APR 15 1996

*Amend.*



ARTICLES OF AMENDMENT

OF

WHOLESALE AUTO TRANSPORT, INC.

FILED

96 APR 11 AM 11:21

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

TO: Florida Department of State

The undersigned as Incorporator, Director, and President of WHOLESALE AUTO TRANSPORT, INC., adopted the below-detailed amendments to the Articles of Incorporation at a special meeting held on March 13, 1996. The Director made such amendments prior to the issuance of any shares of stock in the above-named corporation. The adopted amendments to the Articles of Incorporation are as follows:

1. Article V, Paragraph One: ...each share having a par value of one hundred dollars (\$100.00) per share to be amended to ...each share having a par value of one dollar (\$1.00) per share.

2. IN WITNESS WHEREOF paragraph for Subscriber, RONALD C. RACKI: ...this 5th day of May, 1996, to be amended to ...this 5th day of March, 1996.

3. IN WITNESS WHEREOF paragraph for Notary Public: ...this 5th day of May, 1996, to be amended to ...this 5th day of March, 1996.

The effective date of the amendments is March 5, 1996.

EXECUTED ON: x April 24, 1996

*[Signature]*

RONALD C. RACKI  
Incorporator, Director  
and President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me on the 8th day of April, 1996, by RONALD C. RACKI, Incorporator, Director, and President, of WHOLESALE AUTO TRANSPORT, INC., a Florida corporation, on behalf of the Corporation.

IN WITNESS WHEREOF, I here sign and set my seal.

*[Signature]*  
Notary Public

My Commission Expires x 8-6-99  
Form of identification used:

*personally known*



CHERYL SCOTT  
My Commission CC486036  
Expires Aug 06, 1999  
Bonded by ANB  
800-852-5878

C<sup>2</sup>