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CIT CORPORATION SYSTEM

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 222-1092

City

State

Zip

Phone

CORPORATION(S) NAME

Naples Fun Cars, Inc.

☒ Profit Arts of Inc.

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☐ Limited Partnership

☐ Annual Report

☐ Other

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

☐ Fic. Name

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STATE OF FLORIDA
ARTICLES OF INCORPORATION
OF

Naples Fun Cars, Inc.

FILED
36 APR -3 PM 12:10
DEPT. OF STATE
TALLAHASSEE, FLORIDA

FIRST: THE CORPORATE NAME THAT SATISFIES THE REQUIREMENTS OF SECTION 607.0401 IS: Naples Fun Cars, Inc.

SECOND: THE ADDRESS OF THE INITIAL PRINCIPAL OFFICE AND, IF DIFFERENT, THE MAILING ADDRESS OF THE CORPORATION IS: 62 Beacon Street
Newton, Massachusetts 02167

THIRD: THE NUMBER OF SHARES THE CORPORATION IS AUTHORIZED TO ISSUE IS: 1,000

*FOURTH: (a) IF THE SHARES ARE TO BE DIVIDED INTO CLASSES, THE DESIGNATION OF EACH CLASS IS:

<u>Common</u>	<u>No par</u>
_____	_____
_____	_____

(b) STATEMENT OF THE PREFERENCES, LIMITATIONS AND RELATIVE RIGHTS IN RESPECT OF THE SHARES OF EACH CLASS:

<u>CLASS</u>	<u>PREFERENCES</u>	<u>LIMITATIONS</u>	<u>RELATIVE RIGHTS</u>
<u>Common</u>	_____	<u>See Attached A</u>	_____
_____	_____	_____	_____

*FIFTH: (a) IF THE CORPORATION IS TO ISSUE THE SHARES OF ANY PREFERRED OR SPECIAL CLASS IN SERIES, THE DESIGNATION OF EACH SERIES IS:

_____	_____
_____	_____
_____	_____

(*Optional)

(b) STATEMENT OF THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES AS BETWEEN SERIES INSOFAR AS THE SAME ARE TO BE FIXED IN THE ARTICLES OF INCORPORATION:

SERIES	RELATIVE RIGHTS	PREFERENCES

(c) STATEMENT OF ANY AUTHORITY TO BE VESTED IN THE BOARD OF DIRECTORS TO ESTABLISH SERIES AND FIX AND DETERMINE THE VARIATIONS IN THE RELATIVE RIGHTS AND PREFERENCES BETWEEN SERIES:

SIXTH: PROVISIONS GRANTING PREEMPTIVE RIGHTS ARE:

SEVENTH: PROVISIONS FOR THE REGUALTION OF THE INTERNAL AFFAIRS OF THE CORPORATION ARE:

See attached B

EIGHTH: THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THE CORPORATION IS C/O CT CORPORATION SYSTEM, 1200 SOUTH PINE ISLAND ROAD, CITY OF PLANTATION, FLORIDA 33324, AND THE NAME OF ITS INITIAL REGISTERED AGENT AT SUCH ADDRESS IS CT CORPORATION SYSTEM

*NINTH: THE NUMBER OF DIRECTORS CONSTITUTING THE INITIAL BOARD OF DIRECTORS OF THE CORPORATION IS one, AND THE NAMES AND ADDRESSES OF THE PERSONS WHO ARE TO SERVE AS DIRECTORS UNTIL THE FIRST ANNUAL MEETING OF SHAREHOLDERS OR UNTIL THEIR SUCCESSORS ARE ELECTED AND SHALL QUALIFY ARE:

Barry B. Teicholz, 62 Beacon Street, Newton, Massachusetts 02167

TENTH: THE NAME AND ADDRESS OF EACH INCORPORATOR IS:

Brenda J. Cullen 2 Oliver Street, Boston, MA 02109
Kristen Tirrell 2 Oliver Street, Boston, MA 02109
Nicole Johnson 2 Oliver Street, Boston, MA 02109

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96 APR -3 PM 12:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THE UNDERSIGNED HAS (HAVE) EXECUTED THESE ARTICLES OF INCORPORATION

THIS 1st DAY OF April, 1996.

Brenda J. Cullen
SIGNATURE/TITLE

Brenda J. Cullen

Kristen Tirrell
SIGNATURE/TITLE

Kristen Tirrell

Nicole Johnson
SIGNATURE/TITLE

Nicole Johnson

ACCEPTANCE BY THE REGISTERED AGENT AS REQUIRED IN SECTION
607.0501 (3) F.S.: CT CORPORATION SYSTEM IS FAMILIAR WITH AND
ACCEPTS THE OBLIGATIONS PROVIDED FOR IN SECTION 607.0505.

CT CORPORATION SYSTEM

DATED April 1, 1996

BY Charles W Meyer

(TYPE NAME OF OFFICER)

CHARLES W. MEYER
SPECIAL ASST. SECRETARY

(TITLE OF OFFICER)

ATTACHMENT A

ARTICLES OF ORGANIZATION

NAPLES FUN CARS, INC.

ARTICLE ____ - RESTRICTIONS IMPOSED ON THE TRANSFER OF STOCK

Any stockholder, including the heirs, assigns, executors or administrators of a deceased stockholder, desiring to sell or transfer such stock owned by him or them, shall first offer it to the corporation through the Board of Directors in the following manner:

He shall notify the Directors of his desire to sell or transfer by notice in writing, which notice shall contain the price at which he is willing to sell or transfer, and the name of one arbitrator. The Directors shall within thirty (30) days thereafter either accept the offer, or by notice to him in writing, name a second arbitrator and those two shall name a third. It shall then be the duty of the arbitrators to ascertain the value of the stock, if any, and if any arbitrator shall neglect or refuse to appear at any meeting appointed by the arbitrators a majority may act in the absence of such arbitrator.

After the acceptance of the offer, or the report of the arbitrators as to the value of the stock, the Directors shall have thirty (30) days within which to purchase the same at such valuation, but if at the expiration of thirty (30) days, the corporation shall not have exercised the right to so purchase, the owner of the stock shall be at liberty to dispose of the same in any manner he sees fit.

In the event that the stockholders shall enter into a "Shareholders Agreement" which agreement provides for terms for sale or transfer of stock, and/or dissolution of the corporation, then, in that event, such terms and conditions as contained in such agreement shall control.

No shares of stock shall be sold or transferred on the books of the corporation until these provisions have been complied with, but the Board of Directors may in any particular instance waive the requirement, provided, however, if such waiver is as to a Shareholder Agreement as herein reference, then such waiver must be unanimous.

ARTICLES OF ORGANIZATION

NAPLES FUN CARS, INC.

ARTICLE ____ - OTHER PROVISIONS

The Directors may make, amend or repeal the By-Laws in whole or in part, except with respect to any provision thereof which by law or by laws requires action by the Stockholders.

Meetings of the Stockholders may be held anywhere in the United States.

The Directors shall have the power to fix from time to time their compensation. No person shall be disqualified from holding any office by reason of any interest. In the absence of fraud, any Director, Officer or Stockholder of this corporation, individually, or any individual having any interest in any concern which is a stockholder of this corporation, or any concern in which any such Director, Officer, Stockholder or Individuals have any interest, may be a party to, or may be pecuniarily or otherwise interested in, any contract, transaction or other act of this corporation, and;

- (I) such contract, transaction or other act shall not be in any way invalid or otherwise effected by that fact;
- (ii) no Directors, Officer, Shareholder or Individual shall be liable to account to this corporation for any profit or benefit realized through any such contract, transaction or act; and,
- (iii) Any such Director of this Corporation may be counted in determining the existence of a quorum at any meeting of the Directors or at any committee thereof which shall authorize any such contract, transaction or act, and may vote to authorize the same. The term "interest" includes personal interest and interest by the Director, Officer, Stockholder, Shareholder, Trustee, Member or Beneficiary of an concern; and the term "concern" means any corporation, association, trust, partnership, firm, person or other entity other than this corporation.

ARTICLES OF ORGANIZATION.

NAPLES FUN CARS, INC.

ARTICLE ____ - PURPOSE OF THE CORPORATION

To establish, maintain, conduct and engage in the business of buying, selling, restoring and otherwise dealing in and with motor vehicles, including the transportation of same within and outside the United States of America, and,

To maintain, own, purchase, mortgage, encumber, lease and otherwise sell real estate, and,

To maintain, own, purchase, sell and otherwise hold personal property for inventory and operation of an automobile and motor vehicle dealership, and

To buy sell, repair, alter, exchange, import, export, transport and deal in any and all of the aforesaid businesses and articles and things, and in all other kinds of articles and of commodities of whatsoever nature, or which may seem proper and which may be profitably dealt in, in connection with any of the business locations connected with the business, and

To conduct all such activity in any locality, and to that end, to carry on in any desirable place such activities and business, and,

To purchase, lease, or otherwise acquire, and to hold, use, lease, manage, operate, equip, maintain, sell, mortgage, pledge, deal in or with any and all kinds of properties, real, personal or mixed, tangible or intangible, incidental to the business.

The Corporation shall have the power to enter into contracts, engage in banking and bank transactions, buy and sell real and personal property, borrow money on either a secured or unsecured basis, sell (transfer, alienate and/or hypothecate) its' assets, apply for and hold patents and copyrights (be they state, federal or international), anywhere in the world.

To do all and everything necessary, suitable, and proper for the accomplishment of any of the purposes, or the attainment of any of the objects, or the furtherance of any of the powers hereinbefore set forth, either alone or in association with other corporations, firms, partnerships or individuals, and to do every other act or acts, thing or things, incidental or appurtenant to or growing out of or connected with the aforesaid businesses or powers, or any part or parts thereof, provided the same be not inconsistent with the laws under which this corporation is organized, and to do any and all things in which a corporation may be lawfully engaged under the laws of the State of Florida.