

96000046381

LAW OFFICES OF  
**BAKER AND SWEARINGEN**  
4431 LAFAYETTE STREET  
MARIANNA, FLORIDA 32446

FRANK A. BAKER, B.A.  
\*BOARD CERTIFIED CIVIL TRIAL  
\*CERTIFIED CIRCUIT CIVIL MEDIATOR/ARBITRATOR  
GLENDA E. SWEARINGEN-COOK, B.A.  
STUART E. GOLDBERG, (LL.M. TAX)  
OF COUNSEL

TELEPHONE  
904-526-3033  
904-526-4405  
FACSIMILE  
904-526-2714

May 23, 1996

Secretary of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

900001838939  
-05/24/96--01074--008  
\*\*\*122.50 \*\*\*122.50

RE: Bill Jr's Transmissions, Inc.

Dear Sir/Madam:

Enclosed please find my check in the amount of \$122.50, and an original and one copy of the Articles of Incorporation for the above-named. Please be so kind as to file the Articles and return a copy to my office at your earliest convenience.

Thank you for your attention to this matter.

Sincerely,

*Frank A. Baker*

FRANK A. BAKER, ESQ.

FAB:sm/secstate.ltr

Enclosures

FILED  
96 MAY 24 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

5/26/96  
JP

ARTICLES OF INCORPORATION  
OF  
BILL JR'S TRANSMISSIONS, INC.

FILED  
96 MAY 24 PM 3:22  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

The undersigned Incorporator(s) of this corporation, executing these Articles of Incorporation, being natural person(s), competent to contract, hereby form(s) this corporation under the laws of the State of Florida.

ARTICLE I  
NAME

The name of this corporation is Bill Jr's Transmissions, Inc.

ARTICLE II  
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, tangible and intangible, and services of every class, kind and description; and to conduct any other business and carry on any other activity as may be permissible under law; except that it is not to conduct a banking, safe deposit trust, surety, express, railroad, canal, telephone, telegraph, or cemetery company, a building and loan association, fraternal benefit society, state fair, nor exposition.

ARTICLE III  
CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at one time is 100 shares of common stock having a nominal or par value of \$5.00 per share.

ARTICLE IV  
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than \$500.00.

ARTICLE V  
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE VI  
ADDRESS

The initial mailing and street address of the initial registered and principal office of this corporation in the State of Florida is 2964 Milton Avenue, Marianna, Florida, 32448. The name of the initial registered Resident Agent in the State of Florida is Tamie L. Hill, whose address is 2964 Milton Avenue, Marianna, Florida, 32448. By her signature to these Articles, the said agent consents to the appointment as such, and by her signature hereto acknowledges that she is familiar with and accepts the obligations of that position. The Board of Directors may, from time to time, move the initial registered office of the corporation to any other address in the State of Florida.

ARTICLE VII  
DIRECTORS

This corporation shall have two (2) directors, initially. The number of directors may be increased or diminished from time to time, by bylaws adopted by the

stockholders, but shall never be less than one (1).

ARTICLE VIII  
INITIAL DIRECTORS

The names and post office addresses of the members of the first Board of Directors are:

| <u>NAME</u>          | <u>ADDRESS</u>                           |
|----------------------|------------------------------------------|
| Tamie L. Hill        | 2964 Milton Avenue<br>Marianna, FL 32448 |
| William R. Hill, Jr. | 2964 Milton Avenue<br>Marianna, FL 32448 |

ARTICLE IX  
INITIAL OFFICERS

This corporation shall have three (3) offices, initially, consisting of a President, a Vice-President, and a Secretary-Treasurer, which must be filled by at least one (1) natural person. The initial officers are: Tamie L. Hill, President; William R. Hill, Jr., Vice President; and Tamie L. Hill, Secretary-Treasurer.

ARTICLE X  
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 to them by the stockholders, and approved at a stockholders' meeting by majority of the stock then entitled to vote thereon, unless the directors and the stockholders sign a written statement manifesting their intention that a certain amendment to these Articles of Incorporation be made.


ARTICLE XI  
INCORPORATOR

The name and address of the incorporator of this corporation who shall sign and file these Articles, is: Tamie L. Hill, 2964 Milton Avenue, Marianna, Florida, 32448.

ARTICLE XII  
PREEMPTIVE RIGHTS

In the event that the Board of Directors authorizes the issuance of further shares of stock in the corporation, or in the event that the officers or directors of the corporation take action to issue previously-authorized shares of stock, then each shareholder of record at the time of the issue or sale shall have the option to purchase such number of shares to be issued, in the proportion that his (or her) already-owned shares bears to the total number of already-issued shares.

EXECUTED and acknowledged that date below written.

  
\_\_\_\_\_  
TAMIE L. HILL, as Incorporator  
and Resident Agent

STATE OF FLORIDA  
COUNTY OF JACKSON:

I HEREBY CERTIFY that the foregoing instrument was acknowledged before

me, this 23rd day of May, 1996, by TAMIE L. HILL, as Incorporator and as Resident Agent of Bill Jr's Transmissions, Inc., who is personally known to me or who has produced N/A as identification and who did take an oath.

Sheryl Middleton

Notary Public

My Commission Expires:

sm\billtrans.art



"OFFICIAL SEAL"  
Sheryl Middleton  
My Commission Expires 11/7/99  
Commission #CC 497593

FILED  
96 MAY 24 PM 3:22  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA