

P96000055048

FRED H. STEFFEY  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR  
SUITE 300 SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE SOUTH  
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED  
TAX LAWYER

TELEPHONE (904) 206-0017  
FACSIMILE (904) 206-1435

RECEIVED STATE  
DIVISION OF CORPORATIONS  
96 JUN 28 11:43 AM '96

June 13, 1996

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

607071662886  
-06/17/96--01011--014  
\*\*\*\*122.50 \*\*\*\*122.50

Re: WHOLESALE AUTO MART, INC.

Gentlemen:

Enclosed for filing is the executed original of the articles of incorporation of the above referenced corporation, together with a copy to be certified and returned to me, and a certificate of registered agent.

Also enclosed is a check in the amount of \$122.50 to cover the following filing fees:

Filing fee	\$ 35.00
Certified copy	52.50
Designation of registered agent	<u>35.00</u>

TOTAL \$122.50

If you have any questions concerning this proposed incorporation, please give me a call.

Sincerely,

*Fred H. Steffey*  
Fred H. Steffey

JUN 18 1996

BSB

FHS:pab  
...ULTRASTRONG  
Enclosures

cc: Mr. Christopher P. Cheshire (w/encl)

W96-12893

6/28

**FRED H. STEFFEY**  
PROFESSIONAL ASSOCIATION  
ATTORNEY AND COUNSELLOR  
SUITE 300 SOUTHPOINT BUILDING  
6620 SOUTHPOINT DRIVE SOUTH  
JACKSONVILLE, FLORIDA 32216

BOARD CERTIFIED  
TAX LAWYER

TELEPHONE (904) 298-0037  
FACSIMILE (904) 298-1438

June 26, 1996

Florida Department of State  
Bureau of Corp. Records  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

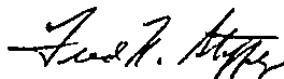
Attention: Ms. Brenda Baker

RE: Wholesale Auto Mart/Jax, Inc.  
Your Ref. Number: W96000012893  
Your Letter Number: 696A00030120

Dear Ms. Baker:

Enclosed is a copy of your letter dated June 18, 1996, together with corrected Articles of Incorporation for filing for the subject entity. Also enclosed is a duplicate for certifying and return to me.

Sincerely,



Fred H. Steffey

FHS:pab  
...LTHSSWHOLE.00  
Enclosures

cc: Mr. Christopher P. Cheshire (w/encl)



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

June 18, 1996

FRED H. STEFFEY, P.A.  
6620 SOUTHPOINT DRIVE SOUTH  
SUITE 300 SOUTHPOINT BUILDING  
JACKSONVILLE, FL 32216

SUBJECT: WHOLESALE AUTO MART, INC.  
Ref. Number: W96000012893

We have received your document for WHOLESALE AUTO MART, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity. Simply adding "of Florida" or "Florida" to the end of an entity name **DOES NOT** constitute a difference. Please select a new name and make the substitution in all appropriate places. One or more words may be added to make the name distinguishable from the one presently on file.

When the document is resubmitted, please return a copy of this letter to ensure that your document is properly handled.

If you have any questions about the availability of a particular name, please call (904) 488-9000.

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) 487-6925.

Brenda Baker  
Corporate Specialist

Letter Number: 696A00030120

# ARTICLES OF INCORPORATION OF WHOLESALE AUTO MART/JAX, INC.

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

## Article I

### Name and Principal Office

**Section 1.1. Name.** The name of the corporation is WHOLESALE AUTO MART/JAX, INC.

**Section 1.2. Principal Office.** The street address and mailing address of the principal office of the corporation is 6428 Beach Boulevard, Jacksonville, Florida 32216-2878.

59-JUL-28  
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SECRETARY OF STATE  
FLORIDA  
AM 10:51

## Article II

### Duration

**Section 2.1. Duration.** This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five business days, after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

## Article III

### Purposes

**Section 3.1. Purposes.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States and of the State of Florida.

## Article IV

### Capital Stock

**Section 4.1. Authorized Capital.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is 10,000 shares of common stock having a par value of \$1.00 per share.

**Section 4.2. Restrictions on Transfer of Stock.** The shareholders may, by bylaw provision or by shareholders' agreement recorded in the minute book, impose such restrictions on the sale, transfer or encumbrance of the stock of this corporation as they may see fit.

**Section 4.3. Approval of Shareholders Required for Merger.** The approval of a majority of the shareholders of this corporation to any plan or merger or consolidation shall be required in every case, whether or not such approval is required by law.

## **Article V**

### **Initial Registered Office; Resident Agent**

**Section 5.1. Office Address.** The street address and the mailing address of the initial registered office of this corporation is 6620 Southpoint Drive South, #300, Jacksonville, Florida 32216-0913.

**Section 5.2. Resident Agent.** The name of the initial resident agent of this corporation at the address set forth in Section 5.1 is Fred H. Steffey.

## **Article VI**

### **Directors**

**Section 6.1. Number.** This corporation shall have 2 directors initially. The number of directors may be increased or diminished from time to time by the bylaws, but shall never be less than one.

**Section 6.2. Initial Directors.** The names and mailing addresses of the members of the first board of directors of the corporation are:

David W. Cheshire, 6428 Beach Boulevard, Jacksonville, Florida 32216-2878  
Christopher P. Cheshire, 6428 Beach Boulevard, Jacksonville, Florida 32216-2878

**Section 6.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 6.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

## **Article VII**

### **Bylaws**

**Section 7.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders

specifically provide that such bylaw is not subject to amendment or repeal by the directors.

### Article VIII

#### Incorporator

**Section 8.1. Name and Address.** The name and street address of the incorporator of this corporation are:

Fred H. Steffey, 6620 Southpoint Drive South, #300, Jacksonville, FL 32216-0913

### Article IX

#### Amendment

**Section 9.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

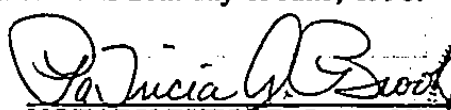
**IN WITNESS WHEREOF**, the incorporator has executed these Articles this 26th day of June, 1996.

  
FRED H. STEFFEY

STATE OF FLORIDA )  
COUNTY OF DUVAL )

**I HEREBY CERTIFY** that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared **FRED H. STEFFEY** (Known to me ☒ or Type of Ident. & No. \_\_\_\_\_) and who executed the foregoing document, and he acknowledged before me that he executed the same for the purposes therein expressed.

**WITNESS** my hand and official seal this 26th day of June, 1996.

  
**NOTARY PUBLIC, State of Florida**  
PRINT NAME **PATRICIA A. BROOKE**

My Commission Expires:



**PATRICIA A. BROOKE**  
MY COMMISSION # 00448803 EXPIRES  
March 27, 1998  
BONDED THRU TROY FARM INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED OFFICE  
AND RESIDENT AGENT  
FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Florida Statutes §§48.091 and 607.0501, the following is submitted:

**WHOLESALE AUTO MART/JAX, INC.**, desiring to organize or qualify under the laws of the State of Florida, hereby designates **FRED H. STEFFEY** as its resident agent to accept service of process within the State of Florida and the address of the registered office shall be 6620 Southpoint Drive South, #300, Jacksonville, Florida 32216-0913.

**WHOLESALE AUTO MART/JAX, INC.**

By *Fred H. Steffey*  
**FRED H. STEFFEY**, Incorporator

Date: 6-26-96

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further state that I am familiar with and accept the obligations provided for in Florida Statutes §607.0505 and others relative to the proper and complete performance of my duties.

*Fred H. Steffey*  
**FRED H. STEFFEY**

Date: 6-26-96

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
96 JUN 28 AM 10:57