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June 14, 1996

Terence M. Brown, P.A.

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Secretary of State
Division of Corporations
The Capital
Tallahassee, Florida 32399

30 JUN 18 1996
-06/21/96--01013--003
***122.50 ***122.50

RE: Pettibone Brothers, Inc.

Dear Sir or Madam:

Please find enclosed the original and one copy of the Articles of Incorporation of Pettibone Brothers, Inc. Also enclosed is our firm's check in the amount of \$122.50 in payment of the filing fee (\$70.00) and a certified copy of the Articles of Incorporation (\$52.50).

If you should have any questions, please do not hesitate to call me.

Sincerely,

Terence M. Brown

Terence M. Brown

6/11/96 TH

TMB/jmj

	Original Report
	Fictitious Name
	Name Reservation

	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 24, 1996

BROWN & CHRISTOPHER
486 NO TEMPLE AVENUE
STARKE, FL 32091-0040

SUBJECT: PETTIBONE BROTHERS, INC.
Ref. Number: W96000013307

We have received your document for PETTIBONE BROTHERS, 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 registered agent must sign accepting the designation.

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) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 496A00031139

ARTICLES OF INCORPORATION
OF
PETTIBONE BROTHERS, INC.

The undersigned incorporator to these Articles of Incorporation, hereby forms a corporation under the laws of the State of Florida as follows:

ARTICLE I

NAME OF CORPORATION

The name of this corporation is PETTIBONE BROTHERS, INCORPORATED.

ARTICLE II

TERM OF EXISTENCE

The date when corporate existence shall commence shall be the date of filing of these Articles of Incorporation with the Office of the Secretary of State of the State of Florida and the corporation shall have perpetual existence thereafter.

ARTICLE III

GENERAL NATURE OF BUSINESS

This corporation is organized for the following purposes:

- A. Sale of used automobiles;
- B. To finance the sale of used automobiles;
- C. To engage in any and all other lawful purposes.

ARTICLE IV

POWERS

The corporation shall have power to:

- A. To have perpetual succession by its corporate name.

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TALLAHASSEE FLORIDA

B. To sue and be sued, complain and defend in its corporate name all actions and proceedings.

C. To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

D. To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

E. To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

F. To lend money to and use its credit to assist its officers and employees to the full extent permitted by law.

G. To purchase, take, and receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, other domestic or foreign corporations, associations, partnerships or individuals, or direct or indirect obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

H. To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may

determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

I. To lend money for its corporate purposes, invest and reinvest its funds, take and hold real and personal property as security for the payment of funds so loaned or invested.

J. To conduct its business, carry on its operations, and have offices and exercise the powers granted by the Florida General Corporation Act within or without the State of Florida.

K. To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

L. To make and alter by-laws, not inconsistent with these Articles of Incorporation and the laws of this State, for the administration and regulation of the affairs of the corporation.

M. To make donations for the public welfare or for charitable, scientific, or educational purposes.

N. To transact any lawful business which the board of directors shall find will be an aid of governmental policy.

O. To pay pensions and establish pension plans, and other incentive plans for any or all of its directors, officers, and employees and for any or all of the directors, officers, and employees of its subsidiaries.

P. To be a promotor, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

Q. To have and exercise all powers necessary or convenient to effect its purpose.

ARTICLE V

CAPITAL STOCK

This corporation is authorized to issue One Hundred (100) shares of \$10.00 par value common stock, which shall be designated Common Shares. The corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than ten (10) persons. Stock shall be issued and transferable only to natural persons who are not non-resident aliens.

ARTICLE VI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation in the State of Florida will be 486 North Temple Avenue, Starke, Florida, 32091, and the name of its initial registered agent at such address is Terence M. Brown.

ARTICLE VII

PRINCIPAL OFFICE

The street address and mailing address of the principal office of the corporation shall be Rt. 4, Box 1507, Starke, Florida, 32091.

ARTICLE VIII

DIRECTORS

The corporation shall have one director initially. The number of directors may be increased or diminished from time to time in accordance with the by-laws of the corporation, provided that the corporation shall always have at least one director. The name and address of the initial director of this corporation, who shall serve until his successors are duly elected and qualified, is:

<u>NAME</u>	<u>ADDRESS</u>
E. KENNETH PETTIBONE	396 Perthshire Drive Orange Park, Florida, 32073

ARTICLE IX

INCORPORATOR

The name and street address of the incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
E. KENNETH PETTIBONE	396 Perthshire Drive Orange Park, Florida 32073

ARTICLE X

BY-LAWS

The Corporation shall adopt a set of by-laws to govern its day to day activities. The power to adopt, alter, amend or repeal by-laws shall be vested in the Board of Directors of this Corporation.

ARTICLE XI

INDEMNIFICATION

This corporation shall indemnify to the fullest extent permitted by law any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative by reason of the fact that he or she is or was a director, incorporator, officer, employee or agent of the corporation, against expenses (including attorneys' fees), judgments, fines and amounts paid in connection with such action, suit or proceeding. Such right of indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under the bylaws, agreement, vote of shareholders or otherwise.

ARTICLE XII

PREEMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) if any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of the issue bears to the total number of shares then outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares preempted within thirty (30) days of receipt of

notice in writing from the corporation stating the price, terms and conditions of the issue of shares and inviting him to exercise his preemptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

ARTICLE XIII

REMOVAL OF DIRECTORS

The shareholders of this corporation shall be entitled to remove any director from office at any time for any reason whatsoever, whether or not there is cause for removal.

ARTICLE XIV

AMENDMENT

These Articles of Incorporation may be amended in the manner prescribed by law.

IN WITNESS THEREOF, I have hereunto set my hand and seal, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this ____ day of June, 1996.


E. KENNETH PETTIBONE

STATE OF FLORIDA)
)
COUNTY OF BRADFORD)

I HEREBY CERTIFY that on this day, before me, a Notary Public, duly authorized to take acknowledgements in the State and

County aforesaid, personally appeared E. KENNETH PETTIBONE, who produced his drivers license as identification to me and who executed the foregoing Articles of Incorporation and acknowledged before me that he subscribed to these Articles of Incorporation.

WITNESS my hand and official seal in the County and State aforesaid this 13th day of June, 1996.



(SEAL)

Judy M. Johns
MY COMMISSION # CC534839 EXPIRES
February 22, 2000
BONDED THRU TROY PAW INSURANCE, INC.

Judy M. Johns
Notary Public

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NOTARY PUBLIC
STATE OF FLORIDA

ACCEPTANCE BY REGISTERED AGENT

Having been named Registered Agent and designated to accept service of process for the above-stated corporation, at the place designated herein, 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.

DATED: 6/27/96

Terrence M. Brown
TERRENCE M. BROWN