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**MCGUIRE WOODS
BATTLE & BOOTH**

Barnett Center
Suite 2750, 50 North Laura Street
Jacksonville, Florida 32202-3635
Telephone/TDD (904) 798-3200 • Fax (904) 798-3207

SECRETARY OF STATE
DIVISION OF CORPORATE
96 SEP -5 PM 2:56

September 5, 1996

Florida Department of State
409 E. Gaines Street
Tallahassee, FL 32399

REC'D 101540988
-09/06 36--01024--017
*****245.00 *****122.50

EFFECTIVE DATE
9-5-96

Dear Sir or Madam:

Enclosed for filing with the Secretary of State are duplicate Articles of Incorporation for George Sutherlin Nissan, Inc. and **Sutherlin Nissan, Inc.** I have enclosed our firm check in the amount of \$245.00 to cover the filing fee for both sets of articles. Please return a certified copy of each to me.

If you have any questions, please call.

Sincerely yours,

Gresham R. Stoneburner

Gresham R. Stoneburner

GRS/wgb

Enclosures

cc: Karen B. Sutherlin (w/encl)

*Same Person has
R96-3406*

3426 - US\SUTHERLIN\MILLENIUM\SECSTAT.I

D. BROWN SEP 10 1996

FILED STATE
DIVISION OF CORPORATIONS
96 SEP - 6 PM 2:56

ARTICLES OF INCORPORATION
OF
SUTHERLIN NISSAN, INC.

EFFECTIVE DATE
7-5-96

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 ADDRESS

Section 1.1 Name. The name of the corporation is Sutherlin Nissan, Inc.

Section 1.2 Address of Principal Office. The address of the principal office of the corporation is 3929 Duval Drive, Jacksonville Beach, Florida 32250.

Section 1.3 Mailing Address. The mailing address of the corporation is 3929 Duval Drive, Jacksonville Beach, Florida 32250.

ARTICLE II

DURATION

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

ARTICLE III

PURPOSES

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

ARTICLE IV

CAPITAL

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 (One Thousand) shares of voting common stock having a par value of \$.01 (one cent) per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND AGENT

Section 5.1 Name and Address. The street address of the initial registered office of this corporation is % McGuire Woods Battle & Boothe, 50 N. Laura Street, Suite 2750, Jacksonville, Florida 32202, and the name of the initial registered agent of this corporation at that address is Gresham R. Stoneburner.

ARTICLE VI

DIRECTORS

Section 6.1 Number. This corporation shall have 1 (one) director 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 name and address of the member of the first board of directors of the corporation is:

NAME

Karen B. Sutherlin

ADDRESS

3929 Duval Drive
Jacksonville Beach, FL 32250

ARTICLE VII

BYLAWS

Section 7.1 Bylaws. The initial bylaws of this corporation shall be adopted by the board of directors. Bylaws may be amended or repealed from time to time by either the board of directors or the shareholders, 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 board of directors.

ARTICLE VIII

INCORPORATOR

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

NAME

Gresham R. Stoneburner

ADDRESS

50 N. Laura Street, Suite 2750,
Jacksonville, Florida 32202

ARTICLE IX

INDEMNIFICATION


Section 9.1 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 X

AMENDMENT

Section 10.1 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 the 5th day of September, 1996.



Gresham R. Stoneburner, Incorporator

ACCEPTANCE BY REGISTERED AGENT

FILED STATE
SECRETARY OF CORPORATIONS
36 SEP -6 PM 2:57

Having been named to accept service of process for the above stated corporation, at the place designated in the above Articles of Incorporation, 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. I am familiar with and I accept the obligations of a registered agent.

Gresham R. Stoneburner
Gresham R. Stoneburner, Registered Agent

Date: September 5, 1996

3426 • UNIFORM LIMITED LIABILITY ACT