

P.96000094201

Oswaldo Lapidó
1809 Paradise Dr
Kiss. FL. 34741

City/State/Zip Phone

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. _____ 400002003744--2
(Corporation Name) (Document #) -11/13/96--01181--018
***125.00 ***125.00
2. _____
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- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
- ☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

FILED STATE
CLERK OF SUPERIOR COURT
96 NOV 13 PM 3:33

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

EFFECTIVE DATE

11/11/96

ARTICLES OF INCORPORATION

OF

AUTO CITY U.S.A., INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

96 NOV 13 PM 3:33

The undersigned, being over the age of twenty-one (21) years and competent to contract, for the purpose of organizing a corporation pursuant to the laws of the State of Florida, does hereby adopt the following Articles of Incorporation, and does hereby agree and certify as follows:

ARTICLE I

NAME

The name of the corporation shall be Auto City U.S.A., Inc.

ARTICLE II

DURATION

This corporation shall have perpetual existence unless sooner dissolved by law, commencing upon the signing of these Articles of Incorporation by the incorporator.

ARTICLE III

PURPOSES AND POWERS

Section 1. This Corporation is organized for the purpose of engaging in all lawful businesses permitted to a corporation organized under the Florida General Corporation Act, as in effect from time to time.

Section 2. The Corporation shall have all the powers set forth in the Florida General Corporation Act, as in effect from

time to time, and including but not limited to the following powers:

(a) To construct, erect, repair and remodel buildings and structures of all types for itself and others and 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, personal property and services of every class, kind and description; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telephone, telegraph or cemetery company, a building and loan association, mutual fire insurance association, cooperative association, fraternal benefit society, state fair or exposition.

(b) To act as broker, agent or factor for any person, firm or corporation.

(c) To purchase, lease or otherwise acquire real and personal property and leaseholds thereof and interests therein, and to own, hold, manage, develop, improve, equip, maintain and operate, and to sell, convey, exchange, lease or otherwise encumber any and all such property and any and all legal and equitable rights thereunder and interests therein.

(d) To borrow or raise money for any of the purposes of the Corporation and from time to time without limit as to amount to draw, make, accept, endorse, execute and issue promissory notes, drafts, bills of exchange, warrants, bonds, debentures and other negotiable and nonnegotiable instruments and evidences of

indebtedness; and to secure payment thereof and any interest therein by mortgage, pledge, creation of a security interest, conveyance or other assignment in trust, in whole or in part, of the assets of the Corporation, real, personal or mixed, including contract rights, whether at the time owned or thereafter acquired.

(e) To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of or any bonds, security, or other evidences of indebtedness created by any other corporation of the State of Florida or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

(f) To enter into, make, perform and carry out contracts and arrangements of every sort and kind which may be necessary or convenient for the business of the Corporation or business of a similar nature with any person, firm, corporation or business of a similar nature with any person, firm, corporation, association or syndicate or any private, public or municipal body existing under the government of the United States or any state, territory, colony or dependency thereof or foreign government so far as or to the extent that the same may be done or performed pursuant to law.

(g) To enter into or become a partner in any agreement for sharing profits, union of interests, cooperation, joint venture or otherwise with any person, firm or corporation now carrying on or about to carry on any business which this Corporation has the direct or incidental authority to pursue.

(h) To include in its Bylaws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its Shareholders. The manner and form as well as all relevant terms, conditions and details hereof shall be determined by the Shareholders of this Corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provision shall be noted upon the certificate evidencing the ownership of said stock.

(i) In general, to do any and all of the acts and things herein set forth to the same extent as natural persons could do and in any part of the world as principal, factor, agent, contractor, broker or otherwise, either alone or in company with any entity or individual; to establish one or more offices, both within the State of Florida and any part or parts of the world, at which meetings of directors may be held and all or any part of the Corporation's business may be conducted; and to exercise all or any of its corporate powers and rights in the State of Florida and in any and all other states, territories, districts, dependencies, colonies or possessions in the United States of America and in any foreign countries.

(j) To do everything necessary, proper, advisable or convenient for the accomplishment of any of the purposes of the attainment of any of the objects or the furtherance of any of the powers herein set forth, and to do every other act and thing

incidental thereto or connected therewith; to the extent permitted by law.

ARTICLE IV

CAPITAL STOCK AND DIVIDENDS

The amount of capital stock authorized shall consist of One Thousand (1,000) shares of common voting stock having no par value.

The Board of Directors of the Corporation may from time to time issue the authorized stock of the Corporation, or any part thereof, for any consideration, in its sole discretion. The capital stock of the Corporation may at any time be increased or decreased as provided by the laws of Florida. The holders of common stock shall possess and exercise exclusive voting rights and at all meetings of the shareholders, each record holder of such stock shall be entitled to one vote for each share held. Shareholders holding common stock shall have no cumulative voting rights in any election of directors of the Corporation. No shareholder of the Corporation shall have the right, upon the sale for cash or otherwise, of any new stock of the Corporation or of any stock of the Corporation held by it in its treasury or otherwise, of the same or any kind, class or series as that which he already holds, to purchase his pro rata or any other share of such stock at the same price at which it is offered to others or at any other price.

The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable in either cash or in property solely out of the unreserved and unrestricted earned surplus of the Corporation, and

dividends payable in shares of the capital stock of the Corporation solely out of any unreserved and unrestricted surplus of the Corporation, as provided by Florida Law.

ARTICLE V

SHARES NOT TO BE DIVIDED INTO CLASSES

The shares of capital stock of the Corporation are not to be divided into classes.

ARTICLE VI

NO SHARES ISSUED IN SERIES

The shares of the capital stock of the Corporation are not to be issued in series.

ARTICLE VII

INITIAL CORPORATE ADDRESS AND

INITIAL REGISTERED OFFICE AND AGENT

The initial street address of the Corporation is 1809 Paradise Drive in Kissimmee, Fl. 34741. The street address of the initial registered office of this Corporation is 1809 Paradise Drive in Kissimmee, Fl. 34741, and the name of the initial Registered Agent of the Corporation at that address is Osvaldo M. Lapido.

ARTICLE VIII

INITIAL BOARD OF DIRECTORS

This corporation shall have one (1) Director initially. The number of directors may be either increased or decreased from time to time by action in accordance with the provisions of the Bylaws.

The names and addresses of the initial Directors of this Corporation are: Osvaldo M. Lapido
1809 Paradise Dr.
Kissimmee, Fl. 34741
PRESIDENT

ARTICLE IX

INCORPORATOR

The name and address of the Incorporator of this Corporation is: Osvaldo M. Lapido
1809 Paradise Dr.
Kissimmee, Fl. 34741

ARTICLE X

INDEMNIFICATION

The corporation shall indemnify any officer, director or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Law.

ARTICLE XI

AMENDMENT

Unless otherwise set forth herein, the Corporation reserves the right, in accordance with the Florida General Corporation law, to amend, alter, modify or repeal any provision or provisions contained in these Articles of Incorporation, or any amendment hereto, and any right conferred upon the Shareholders is subject to this reservation.

ARTICLE XII

PROVISIONS FOR REGULATION OF THE
INTERNAL AFFAIRS OF THE CORPORATION

The power to manage the affairs of the Corporation, elect officers and to adopt, alter, amend or repeal bylaws shall be vested in the Board of Directors.

IN WITNESS WHEREOF, the above-named incorporator has hereunto subscribed his name this 11th day of November, 1996.

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 11th day of November, 1996 by Osvaldo M. Lapido.

Signature of Notary Public, State of
Florida

M CARDAMA

Print, Type or Stamp Commissioned Name of
Notary Public

Personally known ✓; or Produced
identification ; Type of
identification:

(NOTARIAL SEAL)



Certificate Designating Place of Business or Domicile for the Service of Process within Florida, Naming Agent Upon Whom Process May be Served.


In compliance with Section 48.091, Florida Statutes, the following is submitted:

First-That AUTO CITY U.S.A., INC.

desiring to organize or qualify under the laws of the state of Florida, with its principal place of business at city of Kissimmee,
(City)

state of Florida, has named Oswaldo M. Lapido,
(State) (Name of Resident Agent)

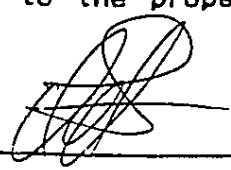
located at 1809 Paradise Dr. Kissimmee, Fl. 34741
as its agent to accept service of process within Florida.

Signature 

Title Director/Incorporator

Date November 11, 1996

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 agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature 

Date November 11, 1996

FILED
NOV 13 1996
CLERK OF DISTRICT COURT
DISTRICT OF COLUMBIA