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Dennis J. Campbell
4141 West Waters Avenue
Tampa, Florida 33614

City/State/Zip

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Office Use Only

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

1. Keystone Motors of Odessa, Inc
(Corporation Name) (Document #)
2. _____
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

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NEW FILINGS	
	Profit
	NonProfit
	Limited Liability
	Domestication
	Other

AMENDMENTS	
	Amendment
	Resignation of R.A., Officer/ Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

OTHER FILINGS	
	Annual Report
	Fictitious Name
	Name Reservation

REGISTRATION/ QUALIFICATION	
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

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ARTICLES OF INCORPORATION
OF

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ARTICLE I

CORPORATE NAME

The name of the corporation shall be

Keystone Motors of Odessa, Inc..

ARTICLE II

DURATION

The corporation shall have perpetual existence, unless sooner dissolved according to law.

ARTICLE III

NATURE OF BUSINESS

*The general nature of the business to be transacted shall be the development of
Auto Dealership of used automobiles and services
and all related manners of business, as well as any other business or activities permitted
under the laws of the United States or of the State of Florida.*

ARTICLE IV

CORPORATE POWERS

The corporation shall have the power to:

- 1. Sue, and be sued, and appear and defend in all actions and proceedings in its corporate name, to the same extent as a natural person.*
- 2. Adopt and use a common corporate seal, and to alter the same, if deemed necessary.*
- 3. Appoint such officers and agents as its affairs shall require, and to allow them suitable compensation.*
- 4. Adopt, change, amend, and repeal by-laws for the corporation, not inconsistent with its Articles of Incorporation, for the exercise of its affairs and property, and the transfer on its records of its shares of stock or other evidence of ownership of the corporation, and the calling and holding of meetings of its shareholders, officers and directors.*
- 5. Make and enter into all contracts necessary and proper for the conduct of business.*
- 6. Acquire, utilize and dispose of patents, copyrights, trademarks, and other licenses or rights or interest as it pertains to its business.*
- 7. Take, hold, sell and convey such property, real or otherwise as may be necessary in order to obtain and secure payments of any indebtedness or liability to it.*
- 8. Do all things and perform all acts necessary and proper for the accomplishment of the purposes stated in these articles, or necessary or incidental to the objectives of the corporation, and to have and exercise all powers of any nature whatsoever permitted of conferred by law upon corporations in general.*
- 9. To establish retirement and/or pension and/or profit sharing plans for the benefit of the corporation directors, officers and employees.*

ARTICLE V

INITIAL CAPITAL

The amount of capital with which this corporation shall begin business shall be not less than Ten Dollars (\$10.00).

ARTICLE VI

CAPITAL STOCK

The maximum number of shares of that this corporation is authorized to have issued and outstanding at any time is one hundred (100) shares of common stock, each with a nominal par value of one dollar (\$1.00) per share. The price to be paid for each share of stock shall be determined by the Board of Directors of the corporation.

ARTICLE VII

PRINCIPAL BUSINESS OFFICE

The initial business office of the corporation shall be:

4141 W. Waters Avenue

Tampa, FL 33614

ARTICLE VIII

REGISTERED AGENT AND OFFICE

The initial registered agent and registered office of corporation shall be:

Dennis J. Campbell

4141 W. Waters Ave.

Tampa, FL 33614

ARTICLE IX

INITIAL BOARD OF DIRECTORS

*The number of directors may be increased and decreased not more than five(5).
The names and address of initial directors of the corporation are:*

Dennis J. Campbell

4141 W. Waters Ave.

Tampa, FL 33614

ARTICLE X

SUBSCRIBERS

The name and address of the subscriber to these articles of incorporation is:

*Dennis J. Campbell
100%*

4141 W. Waters Ave., Tampa, FL 33614

ARTICLE XI

INFORMAL ACTION OF DIRECTORS

If all the Directors severally or collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, then such action shall be as valid as though it had been authorized at a meeting, duly called, of the Board of Directors of the corporation.

ARTICLE XII

INDEMNIFICATION

The corporation shall indemnify each Officer and Director, including former Officers and Directors, to the full extent permitted by law.

ARTICLE XIII

BY-LAW AMENDMENT

The power to adopt, amend, or repeal the by-laws of the corporation shall be vested in the Board of Directors.

ARTICLE XIV

AMENDMENT OF ARTICLES

The corporation reserves the right to amend, alter, change or repeal any provisions of these Articles of Incorporation, or any amendment hereto, and any rights conferred upon the shareholders of the corporation are subject to this reservation.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Incorporation for the purpose herein expressed.

EUGENE McDOWELL
Witness

[Signature]

Witness

Witness

State of Florida)
) SS:
County of Hillsborough)

BEFORE ME, the undersigned authority, personally appeared

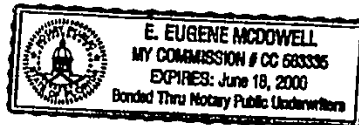
DENNIS CAMPBELL

who is either to me personally known or presented valid identification as indicated below and to me known to be the person(s) described as subscriber(s) in and who executed the foregoing Articles of Incorporation, and acknowledged before me that subscribed to those Articles of Incorporation.

WITNESS my hand and official seal is hereby affixed,
this 17 day of March, 1997.

E. Eugene McDowell
NOTARY PUBLIC

Identification:



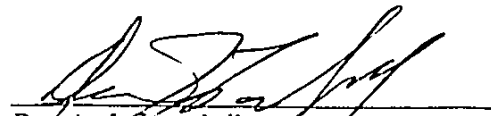
**CERTIFICATE DESIGNATING REGISTERED AGENT AND AGENT FOR THE
SERVICE OF PROCESS WITH THE STATE OF FLORIDA**

*In compliance with Sections 48.091 and 607.0501,
Florida State Statutes, the following is submitted:*

Keystone Motors of Odessa, Inc. with its
corporation office located at 4141 W. Waters Ave., Tampa, FL 33614 has designated
Dennis J. Campbell as its registered agent to accept service of process within the State
of Florida.

*I, Dennis J. Campbell, having been named to accept service of process for the
above named corporation, do hereby accept and agree to comply with the provisions of
the statutes relative to the performance of my duties as register agent.*

Dated:


Dennis J. Campbell

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