

P97000047863



Charlie J. Gillette, Jr., P.A.

ATTORNEY & COUNSELOR AT LAW  
Licensed in Florida and Georgia

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 4:00

3410 N. MYRTLE AVENUE • JACKSONVILLE, FL 32209 • (904) 358-1304 • FAX (904) 355-1483

April 25, 1997

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

200002160282--4  
-04/30/97--01055--015  
\*\*\*\*122.50 \*\*\*\*122.50

**RE: ARTICLES OF INCORPORATION OF COHEN'S BROS. AUTO SALES, INC.**

Dear Sir/Madam:

Please find enclosed an original and one (1) copy of the articles of incorporation for the above referenced corporation. We have also enclosed check number 397 in the amount of \$122.50 for the filing fee.

If there are any questions or concerns please contact our office at the letterhead address or telephone number.

Sincerely,

*Charlie J. Gillette, Jr.*

**CHARLIE J. GILLETTE, JR.**

CJGJR/elj

Enclosures

789,615,671<sup>6</sup>  
W97-10206

**OUR NEW ADDRESS IS  
603 NORTH MARKET STREET, JACKSONVILLE, FLORIDA 32202**

D. BROWN MAY 30 1997



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 2, 1997

CHARLIE J. GILLETTE, JR., ESQ.  
603 NORTH MARKET STREET  
JACKSONVILLE, FL 32202

SUBJECT: COHEN'S BROS. AUTO SALES, INC.  
Ref. Number: W97000010206

We have received your document for COHEN'S BROS. AUTO SALES, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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) 487-6972.

Doris Brown  
Document Specialist

Letter Number: 697A00023213

**ARTICLES OF INCORPORATION**

**OF**

**COHEN'S BROS. AUTO SALES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 1:00

The undersigned, desiring to form a corporation for profit under the laws of the State of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I: NAME**

The name of the corporation is Cohen's Bros. Auto Sales, Inc.

**ARTICLE II: PURPOSE**

This corporation is organized for the purpose of transacting any or all lawful business including leasing and selling automobiles.

**ARTICLE III: PRINCIPAL OFFICE**

The street address of the principal office is 1125 Wilcox Street, Jacksonville, Florida 32209. The mailing address of Cohen's Bros. Auto Sales, Inc., is also the same as the street address for the principal office.

**ARTICLE IV: INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 1125 Wilcox Street, Jacksonville, Florida 32209, and the name of the initial registered agent of this corporation at the address is Samuel V. Cohen.

**ARTICLE V: DURATION**

This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are filed.

**ARTICLE VI: CAPITAL STOCK**

(a) Authorized Shares. This corporation is authorized to issue six hundred shares of

stock all of which will be of the same class. The par value shall be \$200.00 per share.

time, by resolution of the Board of Directors, may be transferred thereto.

(d) Voting. Each share of common stock shall have equal and full voting powers and rights, and the holders of record thereof shall be entitled to one vote for each share so held. At all meetings of shareholders a majority in number of shares entitled to vote at such meetings, present either in person or represented by proxy, shall constitute a quorum.

(e) Corporate Liquidation and Dissolution. In the event of voluntary liquidation, dissolution or winding up of the corporation, the holders of record of the common stock shall be entitled to receive distribution, ratable, of the remaining assets of the corporation.

(f) Cumulative Voting. Cumulative voting shall not be permitted.

(g) 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 allowed by law.

(i) Transferability. The transferability of all issued and outstanding stock shall be governed by the attached Shareholder Agreement.

## ARTICLE VII: DIRECTORS

(a) Number. The corporation shall have three (3) directors initially. The number of directors may be increased from time to time by bylaws adopted by the shareholders.

(b) Initial Board of Directors. The name and address of the directors, until the first annual meeting of the shareholders, is as follows:

- |    |                 |  |
|----|-----------------|--|
| 1. | Samuel V. Cohen | 7934 Lake Park Court<br>Jacksonville, Florida 32208              |
| 2. | Herbert Cohen   | 3824 Leonard Circle, West<br>Jacksonville, Florida 32209         |
| 3. | Emily C. Crum   | 2274 West 17 <sup>th</sup> Street<br>Jacksonville, Florida 32209 |

(c) 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

provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

#### ARTICLE VIII: 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 IX: INCORPORATOR

The name and street address of the incorporator of this corporation is:

Samuel V. Cohen	7934 Lake Park Court Jacksonville, Florida 32208
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Herbert Cohen	3824 Leonard Circle, West Jacksonville, Florida 32209
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Emily C. Crum	2274 West 17 <sup>th</sup> Street Jacksonville, Florida 32209
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IN WITNESS WHEREOF, I have made, signed and hereby acknowledge these

Articles of Incorporation as of this 20th day of March, 1997.

  
\_\_\_\_\_  
SAMUEL V. COHEN

  
\_\_\_\_\_  
HERBERT COHEN

  
\_\_\_\_\_  
EMILY C. CRUM

#### CERTIFICATE OF DESIGNATION

Registered Agent/Registered Office

2. The name of the Registered Agent is *Samuel V. Cohen*. The street and mailing address of the Registered Office is 1125 Wilcox Street, Jacksonville, Florida 32209.

**HAVING BEEN NAMED**, as Registered Agent for this Corporation at the registered office designated in the foregoing Articles of Incorporation, the undersigned accepts the designation.

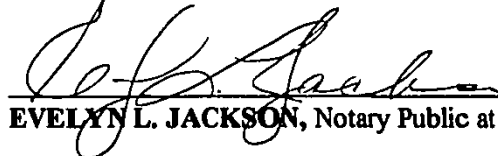
Dated on 20th day of March, 1997.



  
\_\_\_\_\_  
**SAMUEL V. COHEN, Registered Agent**

**STATE OF FLORIDA  
COUNTY OF DUVAL**

The foregoing instrument was acknowledged before me on this 20th day of March, 1997, by Samuel V. Cohen, Herbert Cohen and Emily Crum.

  
\_\_\_\_\_  
**EVELYN L. JACKSON, Notary Public at Large**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAY 27 PM 1:00