

P97000055030

Frankie Dery
8718 Beacon St.
St. Myers Fl.
33907
City/State/Zip

FILED
SECRETARY OF STATE
FLORIDA CORPORATIONS
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NEW FILINGS	
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<input type="checkbox"/>	Limited Liability
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<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

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

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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

June 12, 1997

FRANKIE IVY
8718 BEACON ST.
FT MYERS, FL 33907

SUBJECT: PROLINE AUTO BODY, INC.
Ref. Number: W97000013853

We have received your document for PROLINE AUTO BODY, INC. and your check(s) totaling \$70.00. 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) 487-6929.

Randall Purintun
Document Specialist

Letter Number: 697A00031736

ARTICLES OF INCORPORATION

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OF

PROLINE AUTO BODY, INC.

The undersigned do hereby associate themselves together for the purpose of forming a corporation under the laws of the State of Florida under the corporate name of PROLINE AUTO BODY INC., and hereby set forth and declare:

CHARTER

The name of the corporation shall be PROLINE AUTO BODY, INC., located in the city of Fort Myers. County of Lee and the State of Florida.

Article I

The corporation may engage in any activity or business permitted under the laws of the United States of America and of the State of Florida.

Article II

The amount of the capital stock in this corporation shall be One Hundred (100) share of One Dollar (\$1.00) par Value stock, which said stock shall be nonassessable to be held, sold, and paid for at such time and in such manner as the Board of Directors may from time to time determine. All of the capital stock shall be common stock.

Article III

The corporation shall commence business upon filing with the State of Florida.

Article IV

The corporation shall have perpetual existence, except that the same may be dissolved, as provided by law.

Article V

The principal place for the transaction of business shall be 8718 Beacon Street in the city of Fort Myers, County of Lee and the State of Florida. Said corporation shall have the right and authority to do business at such other place or places within or without the State of Florida as the corporation may, by resolution, designate.

Article VII

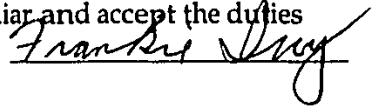
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No person shall be required to own, hold or control stock in the corporation as a condition precedent to holding an office in the corporation.

Article VIII

The amount of indebtedness or liability to which the corporation at any time may be subject itself shall be unlimited.

Article IX

The street address of the initial registered office of this corporation is 8718 Beacon Street, Fort Myers, Florida 33907., and the name of the registered agent of this corporation at that address is Frankie Ivy. I hereby am familiar and accept the duties and responsibilities as registered agent for said corporation. 

Article X

The initial Bylaws of this corporation shall be adopted by the Board of Directors. The Bylaws may be amended from time to time by either the shareholders or the directors. The shareholders may amend, alter or repeal any Bylaw adopted by the Directors. The Directors may not alter, amend or repeal any Bylaw adopted by the shareholders, nor may the Directors adopt Bylaws which would be in conflict with the bylaws adopted by the shareholders.

Article XI

Any subscriber or shareholder present at any meeting, either in person, or by proxy, and any director present in person at any meeting of the Board of Directors shall conclusively be deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Article XII

Each director and officer of the corporation, whether or not then in office, shall be indemnified by the corporation against all cost and expense reasonably incurred or imposed upon him in conjunction with or arising out of any claims, demand, action, suit or proceeding in which he may be involved or to which he may be made a party to by reason of his being or having been a director or officer of the corporation, said expense to include attorney's fees and the cost of reasonable settlement made with a view to curtailment of cost of litigation, except in relation to matters as to which he finally shall be adjudged in any such action, suit, or proceeding to have been derelict in the performance of his duties as such officer or director. Such right of indemnification shall not be exclusive of any other rights to which he may be entitled as a matter of law; and the foregoing right of indemnification shall inure to the benefit of the heirs, executors and administrators of any such officer or director.

Article XIII

Each shareholder, upon the sale for cash of any new stock of this corporation, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others.

Article XIV

A director or officer of the corporation shall not be disqualified by his office from dealing or contracting with the corporation either as a vendor, purchaser, or otherwise, nor shall any transaction or contract of the corporation be void or voidable by reason of the fact that any director or officer or any firm of which any director or officer is a member, or any corporation of which any director or officers is a shareholder, officer, or director is in any way interested in such transaction or contract is or shall be authorized, ratified, or approved wither (a) by vote of a majority of a quorum of the board of Directors, without counting in such majority or quorum any director so interested or member of a firm so interested, or a shareholder, officer, or director of a corporation so interested, or (b) by the written consents, or b vote of any shareholders meeting of the holders of record, of a majority of all outstanding shares of stock in the corporation entitled to vote, nor shall any director or officer be liable to account to the corporation for any profits realized by or from or though any such transaction or contract authorized, ratified, or approved as herein provided by reason of the fact that he, or any firm of which he is a member or any corporation of which he is a shareholder, officer, or director, was interested in such transaction of contract. Nothing herein contained shall create liability in the events above descrobed or prevent the authorized approval of such contracts in any manner permitted by law.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Articles of Incorporation this 10th day of June, A.D., 1997, at Fort Myers, Lee County, Florida.

X Frankie Ivy
Frankie Ivy, Subscriber
I 100252415810

STATE OF FLORIDA)
 :
COUNTY OF LEE)

I HERBY CERTIFY THAT ON THIS day personally appeared Frankie Ivy to me well known to be the person described in and who excuted the foregoing Articles of Incorporation, and acknowledged before me that they have executed same freely and voluntarily for the purposes therein expressed.

WITNESS my hand and official seal at Fort Myers, Lee County, Florida, this 10th day of June, 1997.