

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302
(904) 224-8870 • 1-800-342-8062 • Fax (904) 222-1222

P97000076218

*All American Acceptance
Corporation*

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

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Signature _____

Requested by: CJB

Name _____

Date 8.29

Time 1221

Walk-In _____

Will Pick Up _____

- ☒ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Name Reservation _____
- _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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DIVISION OF CORPORATIONS

8-3-97



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

August 29, 1997

CAPITAL CONNECTION, INC.
417 E. VIRGINIA ST. STE. 1
TALLAHASSEE, FL 32301

SUBJECT: ALL AMERICAN ACCEPTANCE CORPORATION
Ref. Number: W97000020104

We have received your document for ALL AMERICAN ACCEPTANCE CORPORATION 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 registered agent and street address must be consistent wherever it appears in your document.

Please return the original and one copy of 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 (850) 487-6929.

Randall Purinton
Document Specialist

Letter Number: 797A00043626

ARTICLES OF INCORPORATION OF ALL AMERICAN ACCEPTANCE CORPORATION

The undersigned, acting as an Incorporator of a Corporation under the Florida General Act, adopts the following Articles of Incorporation for such Corporation:

ARTICLE I. NAME

The name of the Corporation is
All American Acceptance Corporation

ARTICLE II. TERM OF EXISTENCE

The period of duration of the Corporation is perpetual, which existence shall commence upon the date of filing.

ARTICLE III. NATURE OF BUSINESS

The general nature of the business to be transacted by this Corporation shall be as follows:

- a) To carry on any business allowable under Florida Law.
- b) 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, real and personal property, and services of every class, kind and description.
- c) To conduct business in, have one or more offices in, and buy, hold mortgage, sell convey, lease or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks, and licenses in the State of Florida, and in all other States, districts, territories, countries or colonies.
- d) To contract debts and borrow money, issue and sell or pledge bonds, debentures, notes and other evidence of indebtedness, and execute such mortgages, transfers of corporate property or other instruments to secure the payment of corporate indebtedness as requires.
- e) To purchase the corporate assets of any other corporation and engage in the same or other character of business.
- f) To acquire by purchase, subscription or otherwise, and to receive, hold, own, guarantee, sell, assign, exchange, underwrite, transfer, mortgage, pledge or

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TALLAHASSEE, FLORIDA
STATE SECRETARY OF STATE

otherwise dispose of or deal in and with any of the shares of the capital stock, or any voting trust certificates in respect of the shares of capital stock, script, warrants, rights, bonds, debentures, notes, trust receipts, and other securities, obligations, chooses in action and evidence of indebtedness or interest issued or created by any corporation, joint stock companies, syndicates, associations, firms, trusts, or persons, public or private, or by the government of the United States of America, or by any foreign government, or by any State, territory, province, municipality or other political subdivision or by any governments agency, and as owner thereof to possess and exercise all the rights, powers and privileges of ownership, including the right to execute consents and vote thereon, and to do any and all acts and things necessary or advisable for the preservation, protection, improvement and enhancement in value thereof.

- g) In general, to carry on any other business in connection with the foregoing, and to have and exercise all the powers conferred by the laws of Florida upon corporations formed under its laws, and to do any or all things hereinbefore set forth to the same extent as natural persons might or could do.

ARTICLE IV. CAPITAL STOCK

Number. The aggregate number of shares that the corporation shall have the authority to issue is two hundred thousand (200,000) shares of capital stock with a par value of \$.01 per share.

Stated capital. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No class of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V. ADDRESS

The initial street address in Florida of the initial registered office of the corporation is

Casselberry, Florida, and the name and address of the initial registered agent is Charles P. Scott, 101 Sunnyside Rd. - Suite #300 - Casselberry, FL 32707 also the mailing address for the corporation.

ARTICLE VI. DIRECTORS

The initial board of directors shall consist of two (2) members who need not be a resident of the State of Florida or shareholder of the corporation.

The corporation shall indemnify and hold harmless each person who shall serve at any time hereafter as a director or officer of the corporation, and any person who serves at the request of this corporation, as a director or officer of any other corporation, from and against any and all claims and liabilities to which such person shall become subject by reason of his having heretofore or hereafter being a director or officer of the corporation, or by reason of any action alleged to have been heretofore or hereafter taken or omitted by him as such director or officer, and shall reimburse each such person for all legal and other expenses reasonably incurred by him in connection with any such claim or liability, provided that no person shall be indemnified against, or be reimbursed for, any expenses incurred in connection with any claim or liability as to which it shall be adjudged that such officer or director is liable for negligence or willful misconduct in the performance of his duties.

The rights accruing to any person under the foregoing provisions shall not exclude any other right to which he may be lawfully entitled nor shall anything herein contained restrict the right of the corporation to indemnify or reimburse such person in any proper case even though not specifically herein provided for.

No contract or other transaction between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any of the directors of the corporation are pecuniary or otherwise interested in, or are directors or officers of, such other corporation; any director individually, or any firm of which any director may be a member, may be a party to, or may be pecuniary or otherwise interested in, any contract or transaction of the corporation, provided that the fact that he/she or such firm so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board at which action upon any such contract or transaction shall be

taken; and any director of the corporation who is also a director or officer of such other corporation or is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors of the Corporation which shall authorize any such contract or transaction, and may vote thereat to authorize any such contract or transaction, with the like force and effect as if he/she were not such director or officer of such other Corporation or not so interested.

ARTICLE VII INITIAL DIRECTORS

The names and addresses of the persons who shall serve as directors until the first annual meeting of shareholders, or until the first annual meeting of shareholders, or until their successors shall have been elected and qualified, are as follows:

| <u>NAME</u> | <u>ADDRESS</u> |
|--------------------|--|
| Charles P. Scott | 1651 Apache Tr - Maitland, FL 32751 |
| Gloria M. Scott | 1651 Apache Tr - Maitland, FL 32751 |
| Kenneth D. Gimbel | 350-106 Golf Brook Circle - Longwood, FL 32779 |

ARTICLE VIII. INCORPORATORS

The names and addresses of the initial incorporators are as follows:

| | |
|-------------------|--|
| Charles P. Scott | 1651 Apache Tr., Maitland, FL 32751 |
| Gloria M. Scott | 1651 Apache Tr., Maitland, FL 32751 |
| Kenneth D. Gimbel | 350-106 Golf Brook Circle - Longwood, FL 32779 |

ARTICLE IX. AMENDMENT

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of Incorporation when proposed and approved at a stockholder's meeting, with not less than a two-thirds vote of the common stock.

ARTICLE X PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may issued for money or any property or services from time to time, in addition to that stock authorized and issued by the corporation. The preemptive

right of any holder is determined by the ratio of the -authorized and issued shares of common stock held by the holder of all shares of common stock currently authorized and issued.

ARTICLE XI VOTING STOCK

The Shareholders of this corporation shall be allowed to vote their shares Cumulatively so as to give one candidate as many votes as the number of directors to be elected multiplied by the number of his shares, to distribute them among as many candidates as he may wish. Notice must be given by any shareholder to the President or Vice President of said corporation not less than 24 hours prior to the time set for the holding of a shareholder's meeting for the election of directors that said shareholder intends to cumulate his vote at said election.

IN WITNESS WHEREOF, the undersigned had made and subscribed of these Articles of Incorporation at Casselberry on the 28th day of August 1997

Charles P. Scott as Incorporator

Gloria M. Scott as Incorporator

Kenneth D. Gimbel as Incorporator

Charles P. Scott
Gloria M. Scott
Kenneth D. Gimbel

STATE OF FLORIDA COUNTY OF SEMINOLE

Before me, the undersigned authority, personally appeared Charles P. Scott, Gloria M. Scott, Kenneth D. Gimbel who are to me well known to be the persons described in and who subscribed the above Articles of Incorporation, and they did freely and voluntarily acknowledged before me according to law that they made and subscribed the same for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and my official seal, at Casselberry, in said County and State, this 28th day of August 1997.

Simon B. Bane
NOTARY PUBLIC
Exp. 12/29/2000
Bonded By Service Ins
No. CCG10549
[] Personally Known [] Other []

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE OR THE SERVICE OF PROCESS WITHIN THE STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

IN PURSUANCE OF CHAPTER 48.091, FLORIDA STATUTES, THE FOLLOWING IS SUBMITTED, IN COMPLIANCE WITH SAID ACT:

FIRST - ALL AMERICAN ACCEPTANCE CORPORATION DESIRING TO ORGANIZE UNDER THE LAWS OF THE STATE OF FLORIDA WITH ITS PRINCIPAL OFFICE, AS INDICATED IN THE ARTICLES OF INCORPORATION AT CITY OF CASSELBERRY, COUNTY OF SEMINOLE, STATE OF FLORIDA HAS NAMED CHARLES P. SCOTT LOCATED AT 101 SUNNYTOWN RD, SUITE 300 - CASSELBERRY, FL 32707.

STREET ADDRESS AND NUMBER OF BUILDING, P. O. BOX ADDRESS NOT ACCEPTABLE)

CITY OF CASSELBERRY, COUNTY OF SEMINOLE, STATE OF FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS WITHIN THIS STATE.

ACKNOWLEDGMENT- (MUST BE SIGNED BY DESIGNATED AGENT) HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION, IT PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT TO ACT IN THIS CAPACITY, AND AGREE TO COMPLY WITH THE PROVISION OF SAID ACT RELATIVE TO KEEPING OPEN SAID OFFICE.

BY:

Charles P. Scott

CHARLES P. SCOTT (RESIDENT AGENT)

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Donna Barton
DONNA BARTON
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