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THE UNITED STATES
CORPORATION
COMPANY



THE UNITED STATES
CORPORATION

ACCOUNT NO. : 072100000032

REFERENCE : 532421 80472A

AUTHORIZATION :

COST LIMIT : \$ PREPAID

ORDER DATE : September 17, 1997

ORDER TIME : 9:44 AM

ORDER NO. : 532421-005

CUSTOMER NO: 80472A

CUSTOMER: Robert D. Sumner, Esq
ROBERT D. SUMNER, P.A.

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Dade City, FL 33525

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DOMESTIC FILING

NAME: CENTRAL TIRE AND RETREADING,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Stacy L Earnest

EXAMINER'S INITIALS: _____

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97 SEP 17 PM 1:19
J. B. OF CORPORATION

SN SEP 17 1997

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THIS INSTRUMENT WAS PREPARED BY
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TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CENTRAL TIRE AND RETREADING, INC.

ARTICLE I - Name

The name of this corporation is CENTRAL TIRE AND RETREADING, INC. The mailing address and the principal office address of the corporation is Post Office Box 1947, 20719 U.S. Highway 301, Dade City, Florida 33526-1947.

ARTICLE II - Duration

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE III - Purpose

This corporation is organized for the following purposes:

(a) To engage in the buying and selling, at wholesale and retail, of new and recapped automobile tires of all kinds and descriptions and the conducting of the general business of vulcanizing, reinforcing, rebuilding, and repairing automobile tires of all kinds and descriptions, and such other and further objects as may be necessary and incidental to the carrying on of

such business, including the buying and owning of the necessary tools and equipment for the business and the buying, leasing, holding, releasing, selling, and conveying the real estate necessary or proper in connection with the business.

(b) To engage in any other business or economic pursuit not prohibited by the laws of the State of Florida.

(c) To do all and everything necessary and proper for the accomplishment of any of the purposes or the attaining of any of the objects or the furtherance of any of the powers enumerated in this Certificate of Incorporation necessary or incidental to the protection and benefit of the corporation, and in general, either alone or in association with others, to carry on any lawful business necessary or incidental to the accomplishment of the purposes or the attainment of the objects or the furtherance of such purposes or objects of the corporation, whether or not such business is similar in nature to the purposes and objects set forth in this Certificate of Incorporation.

The foregoing paragraphs shall be construed as enumerating both objects and powers of the corporation, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.

ARTICLE IV - Capital Stock

This corporation is authorized to issue one thousand five hundred (1,500) shares of Ten and No/100 Dollar (\$10.00) par value common stock. The whole or any part of the capital stock of this

corporation shall be payable in cash, or property, labor or services at a just valuation to be fixed by the Board of Directors. Property or labor may also be purchased with the capital stock at such valuation as may be fixed by the Directors.

ARTICLE V - Preemptive Rights

Every shareholder, upon the sale for cash of any new stock of this corporation of the same kind, class or series as that which he already holds, 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 VI - Initial Registered Office and Agent

The name and street address of the initial registered agent of this corporation are **ANGELO VERRELLI, 20719 U.S. Highway 301, Dade City, Florida 33525.**

ARTICLE VII - Initial Board of Directors and Officers

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the Bylaws, but shall never be less than one (1). The name and address of the initial directors and officers of this corporation are:

Name and Address

**ANGELO VERRELLI
5520 Fairway Drive
Ridge Manor, Florida 33523**

**DOMENICA VERRELLI
5520 Fairway Drive
Ridge Manor, Florida 33523**

Office

**President and
Director**

**Secretary/Treasurer
and Director**

ARTICLE VIII - Incorporators

The names and addresses of the persons signing these Articles are:

ANGELO VERRELLI
5520 Fairway Drive
Ridge Manor, Florida 33525

DOMENICA VERRELLI
5520 Fairway Drive
Ridge Manor, Florida 33525

ARTICLE IX - Bylaws

The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE X - Subscribers

Shares of capital stock of this corporation shall be issued initially as follows:

| <u>Name and Address</u> | <u>Number of Shares</u> |
|-------------------------|-------------------------|
| ANGELO VERRELLI | 750 |
| DOMENICA VERRELLI | 750 |

ARTICLE XI - Restrictions on Transfer of Stock

Shares in the corporation may be transferred to the corporation, to other stockholders in the corporation, or to third persons, but any sale or other transfer to a third person must be approved in advance by the Board of Directors.

Every shareholder who desires to sell his stock shall be required to offer, in writing, to sell to the Board of Directors the number of shares of stock held by him at and for the book value of the stock as determined, without deduction from the book value

for depreciation on the depreciable assets of the Corporation, and any such shareholder, his personal representatives, legatees, or assigns shall immediately, on the payment or tender to him in cash of such price per share, transfer and assign the shares of stock held to the Board of Directors. In the event the Board of Directors shall fail to purchase the stock as hereinabove provided, then such shareholder, his personal representatives, legatees, or assigns may hold the shares of stock or sell or transfer them to any person or persons, the shares to be held absolutely, free from the conditions and restrictions contained or referred to in this provision.

No sale whatever of any shares of the capital stock shall pass any title thereto or be transferred on the books of this Corporation, unless and until all the preceding conditions and requirements have been complied with, and no holder of any certificate of shares shall be entitled to any dividends thereon, or to participate in any of the profits of this Corporation, until the shares are regularly transferred to him on the books of this Corporation.

ARTICLE XII - Cumulative Voting

At each election for directors, every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principle among any number of such candidates.

ARTICLE XIII - Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XIV - Amendment

This corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholders subject to this reservation.

ARTICLE XV - Additional Provision

No contract or other transaction of the corporation, in the absence of fraud, shall be affected or invalidated by the fact that any one or more of the directors of the corporation is or are parties to or interested in such contract, act or transaction, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from thus contracting with the corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation, this 20th day of August, 1997.

Melvin Horn
Shan S. Suran

Angelo Verrelli (SEAL)
ANGELO VERRELLI

Sharon B. Sumner
Notary Public

Domenica Verrelli (SEAL)
DOMENICA VERRELLI

STATE OF FLORIDA

COUNTY OF PASCO

On this 20th day of August, 1997, **ANGELO VERRELLI**, who:

☒ is personally known to me; or

☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that he
executed the foregoing Articles of Incorporation.

Sharon B. Sumner
(Signature of Notary Public)

(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

STATE OF FLORIDA

COUNTY OF PASCO

On this 20th day of August, 1997, **DOMENICA VERRELLI**, who:

☒ is personally known to me; or

☐ has produced _____
as identification;

personally appeared before me and acknowledged before me that she
executed the foregoing Articles of Incorporation.

Sharon B. Sumner
(Signature of Notary Public)

(Printed or Typed Name of Notary)
Notary Public - State of Florida
Commission No. _____
My Commission Expires: _____

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS 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--That CENTRAL TIRE AND RETREADING, INC., 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 Dade City, County of Pasco, State of Florida, has named ANGELO VERRELLI, located at 20719 U.S. Highway 301, City of Dade City, County of Pasco, State of Florida, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the 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.

Angelo Verrelli
ANGELO VERRELLI

August 20, 1997
(Date)

FILED
97 SEP 17 PM 3:58
CLERK OF DISTRICT COURT
JACKSONVILLE
FLORIDA