

P97000104850

December 10, 1997

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

Subject: Incorporation of Great Southern Auction Company, Inc.

Dear Sir;

Enclosed please find the following:

400002370214--1
-12/12/97--01018--012
*****70.00 *****70.00

1. The original Articles of Incorporation for Great Southern Auction Company, Inc., a for profit corporation formed under the Florida Business Corporation Act.
2. A certificate of designation of registered agent, signed by the registered agent.
3. Check in the amount of Seventy (\$70) Dollars.
- ~~4. One copy of the Articles of Incorporation for certification.~~

Please return any and all correspondence to:

Lawrence Applefield
5033 Waterside Drive
Port Richey, FL 34668
(813) 845-6200 - office
(813) 848-8846 - home



97 DEC 12 PM 2:31

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

RP
12-12-97

CERTIFICATE OF INCORPORATION
FOR
GREAT SOUTHERN AUCTION COMPANY, INC.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

97 DEC 12 PM 2:31

ARTICLE 1

Section 1. The undersigned Lawrence Applefield incorporator, for the purpose of forming a corporation under the laws of the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation

ARTICLE 2

Section 1. The name of this corporation is Great Southern Auction Company, inc.

ARTICLE 3

Section 1. The general nature of the business to be transacted by this corporation, together with and in addition to the powers conferred by the laws of the State of Florida and principles of common law on corporations organized by virtue of the laws of Florida, is the following:

To engage in every aspect of the auction business including the buying, selling and auctioning of real estate, merchandise of every kind and description, consignments, liquidation's, automobiles, surplus merchandise as well as all other kinds of merchandise not here enumerated.

To acquire, 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.

To do any and all things and engage in any kind and all businesses that an individual might do or engage in, except as prohibited by law.

To do all things necessary and proper for the accomplishment of the objects enumerated in this Certificate of Incorporation or any amendment thereof, or necessary or incidental to the protection and benefit of the corporation, and in general to carry on any lawful business necessary to the establishment and attainment of the objects of the corporation, whether or not such business is similar in nature to the projects set forth in this Certificate of Incorporation.

ARTICLE 4

Section 1. The maximum number of shares of common stock with which said organization is authorized to have outstanding at any one time is Sixty (60) shares of common stock with no par value, the same to have voting privileges and all

those privileges and rights usual and incidental to common stock. The same are to be restricted as to sale, requiring the owner and/ or holder of such shares to offer the same to the corporation at book value or market value, whichever shall be higher in dollar value, and requiring the Corporation to purchase or refuse to purchase the same within thirty (30) days after receipt of such offer before the owner and/ or holder of such shares can sell the same to a party other than the Corporation, and the Corporation shall make no stock transfer nor shall any ownership change in corporate shares until after compliance with this restriction. Section 2. The capital stock shall be paid for by the subscribers in lawful money of the United States of America and/ or services or material rendered, or in such consideration as may be fixed and determined by the Board of Directors.

ARTICLE 5

Section 1. The amount of capital with which the Corporation shall begin business is Five Hundred (\$500) Dollars, which amount has been paid in.

ARTICLE 6

Section 1. The initial post office address of the principal office of the Corporation in the State of Florida shall be 8001 Apple-Six Drive, Port Richey, Florida 34668. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

ARTICLE 7

Section 1. The names and post office addresses of the first Board of Directors who, subject to the provisions of this Certificate of Incorporation, the by-laws of the Corporation, and the laws of the State of Florida, shall hold office for the first year of the Corporation's existence, or until their successors are elected, are as follows: Lawrence Applefield, President, 5033 Waterside Drive, Port Richey, Fl 34668
E. Peter Spatz, Secretary & Treasurer, 10241 Little Road, New Port Richey, 34654.

ARTICLE 8

Section 1. The business of this Corporation shall be conducted by a President, Secretary, Treasurer and a Board of Directors to be composed of not less than two (2) nor more than five (5), which directors may, but need not be shareholders, the number to be fixed at any annual meeting or special meeting of the stockholders. The office of Secretary and Treasurer may be held by the same person.

ARTICLE 9

Section 1. This Corporation shall have perpetual existence.

ARTICLE 10

Section 1. The Board of Directors shall be elected by the stockholders of the Corporation at such times and in such manner as provided by the by-laws of the Corporation, which may authorize cumulative voting for such Board.

ARTICLE 11

Section 1. The name and post office address of each subscriber of the Certificate of Incorporation and a statement of the number of shares of stock which each agrees to take are as follows:

Lawrence Applefield, 5033 Waterside Drive, Port Richey, Fl 34668, 20 shares of common stock, No par value.

E. Peter Spatz, 10241 Little Road, New Port Richey, Fl 34654, 20 shares of common stock, No par value.

ARTICLE 12

Section 1. Subject to the provisions of the Statutes of the State of Florida, shareholders and directors meetings may be held at any place designated by the shareholders or the Board of Directors.

ARTICLE 13

Section 1. The following additional provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and creating, defining, limiting and regulating the powers of the Corporation, the Directors and the stockholders:

- (1) The Corporation may incur any indebtedness in any amounts which, in the judgment of its Board of Directors, is to the best interest of the Corporation.
- (2) The Board of Directors shall have the power and authority to establish the value at which shares of the Treasury stock of the Corporation shall be sold.
- (3) The Corporation may, from time to time, enter into one or more contracts for the management and supervision of all or any part of its business by and for payment of compensation therefore to any other corporation or any joint stock company, trust firm, association or person. This shall require the authorized vote of a majority of the common stockholders of the Corporation at a meeting duly convened for this purpose.

(4) Except as otherwise provided for in this Certificate of Incorporation or by the by-laws of the Corporation, as from time to time amended, the business of the Corporation shall be managed by its Board of Directors, which shall have, and may exercise all of the powers of the Corporation. The Board of Directors is hereby authorized and empowered, from time to time, in its discretion:

- (a) To make and alter the by-laws of the Corporation, and shall at its first meeting make the initial by-laws of the Corporation.
- (b) To establish such reserves as they may deem necessary and in the best interest of the Corporation, and to set aside for the purpose of dividends, and to declare such dividends as may be, in their opinion justified.
- (c) To cause the Corporation to incur and pay any expense necessary and/or to the best interest of the Corporation.
- (d) To determine the extent, if any, to which, the time and place at which, and the conditions under which any stockholder of the Corporation may examine the books and records of the Corporation other than the original or duplicate stock ledger and any other records now or hereafter required by Statute to be kept open for the inspection of the stockholders of the Corporation. Unless otherwise provided by Statute, no stockholder shall have the right to make such examination unless expressly conferred by the Board of Directors or vote of the stockholders of the Corporation.
- (e) Nothing contained herein shall prevent any director of the Corporation or other officer of the Corporation from being employed as such or as an employee of any other business entity.

ARTICLE 14

Section 1. The Corporation reserves the right to amend, alter, change or repeal any articles contained in this Certificate of Incorporation, in the manner prescribed by Statute, and all rights conferred upon stockholders herein are granted subject to this reservation; and said Corporation shall have the right to issue stock certificates and replace lost or destroyed stock certificates under such terms and safeguards as may be provided by the Directors.

WE THE UNDERSIGNED being all of the original subscribers of the capital stock of the Corporation, for the purpose of forming a corporation in pursuance of the laws of the State of Florida, do make and file this Certificate of Incorporation, hereby declaring and so certifying that the facts herein stated are true, and so do respectively agree to take the number of shares of stock hereinbefore set forth, and accordingly have hereunto set our respective hands and seals this 10th day of December, 1997.


Lawrence Applefield


E. Peter Spatz

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 Great Southern Auction Company, Inc., desiring to organize under the
laws of the State of Florida, with its principal office, as indicated in the Articles of
Incorporation at Port Richey, Florida, of Pasco County, State of Florida, has
named Lawrence Applefield located at 5033 Waterside Drive, Port Richey, Florida
34668, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT:

having been named to accept service of process for the above stated
corporation, at 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 Lawrence Applefield
Resident Agent

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
97 DEC 12 PM 2:31