

P98000007850

Hernando Accounting & Tax Service, Inc.

5388 Spring Hill Drive  
Spring Hill, FL 34606

January 21, 1998

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\*\*\*122.50 \*\*\*122.50

Division of Corporations  
FL Department of State  
Post Office Box 6327  
Tallahassee, FL 32314

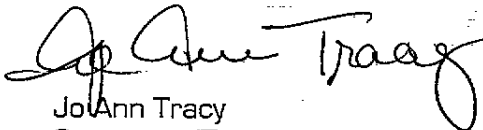
Dear Secretary of State:

Enclosed, for filing, is the *Articles of Incorporation of AUBURN MOTORCAR COMPANY*.  
Included is a check payable to FL Department of State, in the amount of \$122.50, to  
cover:

\$ 35.00	Filing Fee
35.00	Registered Agent Designation
<u>52.50</u>	Certified Copy
\$122.50	

Please return the certified copy, as filed, to our office at the address listed herein.

Thanking you, in advance,



Jo Ann Tracy  
Secretary/Treasurer

JAT/ykw  
enclosures

EFFECTIVE DATE

02-1-98

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 2:23

1-26-98  
125

ARTICLES OF INCORPORATION

of

AUBURN MOTORCAR COMPANY

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
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We, the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporations for profit.

ARTICLE I  
NAME

The name of the Corporation shall be AUBURN MOTORCAR COMPANY.

ARTICLE II  
PLACE OF BUSINESS

The principal place of business and mailing address of the Corporation is 18923 TITUS ROAD, HUDSON, FL 34667.

ARTICLE III  
NATURE OF BUSINESS

This Corporation is organized for the purpose of transacting any or all lawful business for which corporations may be incorporated under Chapter 607, Florida Statutes, as now exists or may hereafter be amended.

ARTICLE IV  
TERM OF EXISTENCE

The Corporation shall have perpetual existence, commencing on February 1, 1998.

EFFECTIVE DATE

02-1-98

**ARTICLE V  
CAPITAL STOCK**

This Corporation is authorized to issue 20,000 shares of \$1.00 par value stock, which should be designated Common Stock.

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The initial registered office of this Corporation shall be 18923 TITUS ROAD, HUDSON, FLORIDA, 34667. The initial registered agent of this Corporation at such office shall be MICHAEL AKINS, who upon accepting this designation agrees to comply with the provisions of Section 48.091, Florida Statutes as amended from time to time, with respect to keeping open for service of process.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The initial Board of Directors shall consist of TWO members. The number of directors may be increased or decreased from time to time by vote of the stockholders, but in no case shall the number of directors be less than one. The names and street addresses of the directors constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL AKINS	421 Cobblestone Drive, Spring Hill, FL 34606
C. WAYNE SPEAKMAN	7393 Royal Oak Drive, Spring Hill, FL 34607.

**ARTICLE VIII  
INCORPORATORS**

The names and street addresses of the initial subscribers signing these Articles of Incorporation are:

<u>NAME</u>	<u>ADDRESS</u>
MICHAEL AKINS	421 Cobblestone Drive, Spring Hill, FL 34606
C. WAYNE SPEAKMAN	7393 Royal Oak Drive, Spring Hill, FL 34607.

## **ARTICLE IX INDEMNIFICATION**

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

## **ARTICLE X AMENDMENT**

The Corporation reserves the right to amend, addend, or repeal any provisions contained in these Articles of Incorporation, or an amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

## **ARTICLE XI BY-LAWS**

The power to adopt, addend, amend, or repeal By-Laws shall be vested in the Board of Directors and the shareholders.

## **ARTICLE XII ADOPTION OF BY-LAWS**

A special meeting of the subscribers of their assigns shall be held for the purpose of completing the organization of the Corporation and the adoption of the By-Laws and the transaction of such other business as may come before the meeting.

## **ARTICLE XIII TERMS OF ISSUING STOCK**

The stock of this Corporation is intended to qualify under the requirements of Section 1244 of the Internal Revenue Code and the regulations issued thereunder. Such actions as are necessary will be taken by the appropriate officers to accomplish this compliance.

**ARTICLE XIV**  
**RESTRICTIONS OF STOCK**

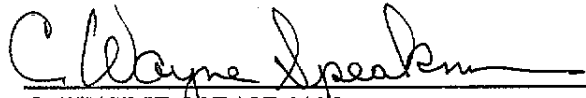
Shares of Capital Stock of this Corporation shall be issued initially to the following persons in the amount set opposite their names:

MICHAEL AKINS	100 shares
C. WAYNE SPEAKMAN	100 shares

Shares held by the initial shareholders listed above may not be resold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

IN WITNESS WHEREOF, the undersigned have hereunto set their hands and affixed their seals to these Articles of Incorporation of AUBURN MOTORCAR COMPANY, on this 20<sup>th</sup> day of January, 1998.

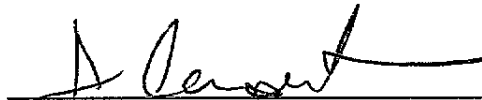
  
MICHAEL AKINS

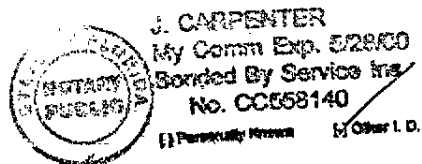
  
C. WAYNE SPEAKMAN

STATE OF FLORIDA  
COUNTY OF HERNANDO

BEFORE ME, a Notary Public authorized to take acknowledgments in the State and County set forth above, personally appeared MICHAEL AKINS and C. WAYNE SPEAKMAN, who have produced FL Driver's Licenses as identification, who did not take oaths, and who acknowledged before me that they executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have set my hand and seal in the State and County noted above, on this 20<sup>th</sup> day of January, 1998.

  
NOTARY PUBLIC



FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 JAN 23 PM 2:23

## CERTIFICATE

DESIGNATING PLACE OF BUSINESS OR DOMICILE  
FOR THE SERVICES OF PROCESS WITHIN THIS STATE  
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

AUBURN MOTORCAR COMPANY

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at 18923 TITUS ROAD, City of HUDSON, County of PASCO, State of FLORIDA, 34606, has accepted MICHAEL AKINS, at that address, as its agent to accept service of process within this state.

### ACKNOWLEDGMENT:

Having been named to accept service for process for the above named stated Corporation, at the place designated in this Certificate, I hereby agree to act in this capacity and agree to comply with the provisions of the said act related to keeping open said office.

  
MICHAEL AKINS