

# P98000010038

## TRANSMITTAL LETTER

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

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-01/29/98--01033--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

**SUBJECT:** PRESTIGIOUS AUTO CARE INC.  
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☐ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

**FROM:** CHARLES H. SPENCE  
Name (Printed or typed)  
  
c/o JB TAX & ACCOUNTING SERVICES INC.  
633 US Highway 231  
Address  
  
Panama City, FL 32405  
City, State & Zip  
  
(850) 914-0787  
Daytime Telephone number

FILED  
98 JAN 29 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE:** Please provide the original and one copy of the articles.

9M 2-2-98

FILED

98 JAN 29 AM 10:11

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
of  
PRESTIGIOUS AUTO CARE INC.**

The undersigned person, acting as incorporator of a corporation organized under the laws of Florida, hereby adopts the following Articles of Incorporation:

**ARTICLE I  
CORPORATE NAME**

The name of this corporation is PRESTIGIOUS AUTO CARE INC..

**ARTICLE II  
SHARES**

The total number of shares which the corporation shall have authority to issue is 100 shares of no par value stock.

**ARTICLE III  
REGISTERED OFFICE AND AGENT/PRINCIPAL OFFICE**

The street address of the corporation's initial registered office and the name of its initial registered agent at such address is:

Charles H. Spence  
730 AIRPORT ROAD  
BAY County  
PANAMA CITY, FL 32405

#### **ARTICLE IV PURPOSE**

The purpose of the corporation is to engage in any lawful activity permitted by the laws of this state.

#### **ARTICLE V DIRECTORS**

The names and residence addresses of the person constituting the initial board of directors is:

Charles H. Spence  
730 Airport Road  
Panama City, FL 32405

After the initial board of directors, the board shall consist of such number of directors as shall be determined by the shareholders from time to time at each annual meeting at which directors are to be elected.

#### **ARTICLE VI LIABILITY OF DIRECTORS**

To the fullest extent permitted by law, no director of this corporation shall be personally liable to the corporation or its shareholders for monetary damages for breach of any duty owed to the corporation or its shareholders, except that a director may be held personally liable for (i) breaches of the duty of loyalty, (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) declaration of unlawful dividends or unlawful stock repurchases or redemptions, or (iv) a transaction from which the director derives an improper personal benefit.

Any director or officer who is involved in litigation or other proceeding by reason of his or her position as a director or officer of this corporation shall be indemnified and held harmless by the corporation to the fullest extent permitted by law.

#### **ARTICLE VII OTHER PROVISIONS**

Corporate Seal. The corporation shall have a corporate seal, which shall be affixed to all deeds, mortgages, and other instruments affecting or relating to real estate.

Execution of Written Instruments. All instruments that are executed on behalf of the corporation which are acknowledged and which affect an interest in real estate shall be executed by the President or any Vice-President and the Secretary or Treasurer. All other instruments executed by the corporation, including a release of mortgage or lien, may be executed by the President or Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the board of directors.

#### **Certification**

I certify that I have read the above Articles of Incorporation and that they are true and correct to the best of my knowledge.

A handwritten signature in black ink, appearing to read 'Charles H. Spence', is written over a horizontal line.

Charles H. Spence, Incorporator  
730 Airport Road  
Panama City, FL 32405

**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is PRESTIGIOUS AUTO CARE INC.
2. The name and address of the registered agent and office is:

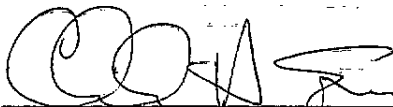
CHARLES H. SPENCE  
(NAME)

730 Airport Road  
(P. O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Panama City, FL 32405  
(CITY/STATE/ZIP)

FILED  
98 JAN 29 AM 10:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)  
CHARLES H. SPENCE

1-27-98  
(DATE)