

PP8000026157

JOE D. MATHENY

ATTORNEY AT LAW

355 INDIAN RIVER AVENUE

TITUSVILLE, FLORIDA

(407) 267-3733

PLEASE REPLY TO:

P.O. Box 6526

TITUSVILLE, FL 32782-6526

FAX

(407) 267-3736

March 12, 1998

Corporate Records Bureau  
Division of Corporations  
Department of State  
Post Office Box 6327  
Tallahassee, FL 32301

800002461868--0  
-03/19/98-01036--003  
\*\*\*\*122.50 \*\*\*\*122.50

Re: BARTON TRANSMISSIONS, INC.  
(Incorporation of)

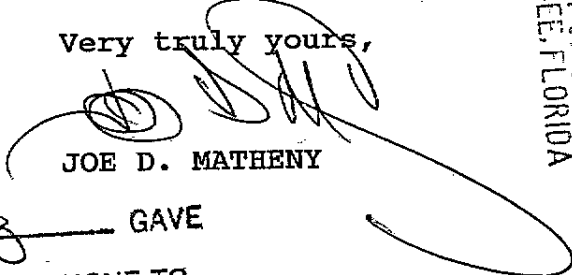
Dear Sir:

Enclosed please find for filing with the Division of Corporations the original Articles of Incorporation, along with one (1) copy of the same, for the above-referenced corporation. A check in the amount of \$122.50 is enclosed for the following:

Filing fees	\$ 35.00
Certified Copy	52.50
Registered Agent Designation	35.00
	<hr/>
	\$ 122.50

Please return a certified copy of the Articles to the undersigned. Thank you for your assistance in this matter.

Very truly yours,

  
JOE D. MATHENY

dch  
Enclosures

Joe Matheny GAVE

AUTHORIZATION BY PHONE TO

CORRECT Art TX address

DATE 3-20-98

DOC. EXAM. CB

FILED  
98 MAR 19 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



**ARTICLES OF INCORPORATION  
OF  
BARTON TRANSMISSIONS, INC.**

**FILED**  
98 MAR 19 AM 10:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned, hereby subscribe to these Articles of Incorporation, under and by virtue of the laws of the State of Florida, for the purpose of becoming a corporation, under and pursuant to the following Articles.

**ARTICLE I.**

The name of the corporation shall be:

Barton Transmissions, Inc.

**ARTICLE II.**

The general nature of the business and objects and purposes proposed to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned, as fully and to the same extent as natural persons might or could do, viz:

(a) To engage in the business of automotive repair, including, but not limited to, the repair of automotive engines, automotive accessories and automotive parts of all kind and nature whatsoever.

(b) To sell automotive parts and accessories without limitation.

(c) To buy and sell new or used vehicles and new or used automotive parts whether original manufactured parts or after-market products.

(d) To engage generally in and do all things to or with automobiles, trucks, trailers, motor vehicles of all kinds and nature whatsoever without limitation.

(e) To manufacture, purchase or otherwise acquire, and to own and mortgage, pledge, sell, assign and transfer or otherwise dispose of, and to invent, trade, deal in and deal with goods, wares, merchandise and other personal property of every class and description whatsoever.

(f) To buy, sell, manufacture, repair, alter and exchange, let or hire, export and deal in all kinds of articles and things which may be required for the purposes of any of the said businesses, or commonly supplied or dealt in by persons engaged in any such businesses, or which may seem capable of being profitably dealt with in connection with any of the said businesses.

(g) To guarantee, to acquire by purchase, subscription or otherwise, hold for investment, or otherwise, sell, assign, transfer, mortgage, pledge or otherwise dispose of the shares of the capital stock of, or any bonds, securities or evidences of indebtedness created by any other corporation or corporations of the State of Florida, or any other state or government, domestic or foreign; and while the owner of any such stocks, bonds, securities or evidences of indebtedness, to exercise all the rights, powers and privileges of ownership, including the right to vote thereon for any and all purposes; to aid by loan, subsidy, guaranty, or in any other manner whatsoever so far as the same may be permitted in

the case of corporations organized under the General Corporation Laws of the State of Florida, any corporation whose stocks, bonds, securities or other obligations are or may be in any manner and at any time owned, held or guaranteed, and to do any and all other acts or things for the preservation, protection, improvement or enhancement in value of any such stocks, bonds, securities or other obligations; and to do all and any such acts or things designed to accomplish any such purpose.

(h) To acquire, hold, own, dispose of and generally deal in grants, concessions, franchises and contracts of every kind; to cause to be formed, to promote and to aid in any way in the formation of any corporation, domestic or foreign.

(i) To act as financial, business and purchasing agent for domestic and foreign corporations, individuals, partnerships, associations, state governments or other bodies.

(j) To acquire in any manner, enjoy, utilize, hold, sell, assign, lease, mortgage or otherwise dispose of, letters patent of the United States or of any foreign country, patents, patent rights, licenses and privileges, inventions, improvements and processes, copyrights, trade marks and trade names or pending applications therefor, relating to or useful in connection with any business of the corporation or any other corporation in which the corporation may have an interest as a stockholder or otherwise.

(k) To borrow money and contract debts when necessary for the transaction of its business or for the exercise of its corporate

rights, privileges or franchises, or for any other lawful purpose of its incorporation; to issue bonds, promissory notes, bills of exchange, debentures and other obligations and evidences of indebtedness payable at a specified time or times, or payable upon the happening of a specified event or events, secured or unsecured, from time to time, for moneys borrowed, or in payment for property acquired, or for any of the other objects or purposes of the corporation or for any of the objects of its business; to secure the same by mortgage or mortgages, or deed or deeds of trust, or pledge or other lien upon any or all of the property, rights, privileges or franchises of the Corporation, wheresoever situated, acquired or to be acquired; and to confer upon the holders of any debentures, bonds or other evidences of indebtedness of the Corporation, secured or unsecured, the right to convert the principal thereof into any preferred or common stock of the Corporation, now or hereafter authorized, upon such terms and conditions as shall be fixed by the Board of Directors; to sell, pledge or otherwise dispose of any or all debentures or other bonds, notes and other obligations in such manner and upon such terms as the Board of Directors may deem judicious, subject, however, to the provisions of Article III hereof.

(1) To acquire by purchase, subscription or otherwise, and to hold for investment, and to own, hold, sell, vote and handle shares of stock in other corporations.

(m) To have one or more offices, conduct its business and promote its objects within and without the State of Florida, in other states, the District of Columbia, the territories, possessions and dependencies of the United States, and in foreign countries, without restriction as to place or amount.

(n) 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 or any amendment thereof, necessary or incidental to the protection and benefit of the Corporation, as principal, agent, director, trustee or otherwise, and in general, either alone or in association with other corporations, firms or individuals, 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 or any amendment thereof.

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. To organize and establish the corporation as a holding company for other corporations, and to own

and hold the stock of other corporations, whether within or without the State of Florida.

To apply for and qualify as a Subchapter "S" corporation under the laws of the Internal Revenue Code of 1954, as amended.

To enter into any lawful arrangement for sharing profits and losses in any transaction or transactions.

To acquire, own, use and convey and otherwise dispose of and deal in real property or any interest therein.

To do any such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

The corporation may otherwise do any lawful act not prohibited by law including the provisions hereinafter enumerated in Article X of this Charter.

### **ARTICLE III.**

The maximum number of shares of stock that the corporation is authorized to have outstanding in any one time shall be five hundred shares of the par value of One Dollar (\$1.00) per share, all of which shall be common stock of the same class. All stock issued shall be fully paid and non-assessable.

### **ARTICLE IV.**

The amount of capital with which this corporation will begin business shall be in the sum of FIVE HUNDRED DOLLARS (\$500.00).

#### **ARTICLE V.**

The corporation shall be effective and have perpetual existence.

#### **ARTICLE VI.**

The principal office of the corporation is 517 Barton Boulevard, Rockledge, Florida 32955, and the mailing address is the same. The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

#### **ARTICLE VII.**

The initial number of directors of this corporation shall be one (1); provided, however, that the number of directors may be increased, from time to time, to not more than five (5) nor less than one (1), by provisions of the Bylaws adopted by the stockholders.

#### **ARTICLE VIII.**

The name and post office address of the sole member of the corporation, the sole Director and the sole Officer, who, subject to the provisions of the Bylaws of these Articles of Incorporation, shall hold office for the first annual meeting of the stockholders of the corporation, or until his successor is elected or appointed and has qualified, is DANIEL J. EDWARDS, whose address is 3015 South Washington Avenue, Titusville, Florida 32780.



#### ARTICLE IX.

The street address of the initial registered office of the corporation and the name of its initial registered agent at such address is: DANIEL J. EDWARDS, 3015 South Washington Avenue, Titusville, Fla. 32780

#### ARTICLE X.

In furtherance and not in limitation of the powers conferred by statute, the following specific provisions are made for the regulation of the business and the conduct of the affairs of the corporation.

1. Subject to such restrictions, if any, as are herein expressed and such further restrictions, if any, as may be set forth by the Bylaws, the Board of Directors shall have the general management and control of the business and may exercise all of the powers of the corporation except such as may be by statute, or by the Articles of Incorporation or amendment thereto, or by the Bylaws as constituted from time to time, expressly conferred upon or reserved to the stockholders.

2. The initial Bylaws may be adopted by the subscribers hereto. Subject always to such Bylaws as may be adopted by the subscribers or from time to time by the stockholders, the Board of Directors is expressly authorized to adopt, alter, and amend the Bylaws of the corporation, but any Bylaws adopted, altered, or

amended by the Directors may be altered, amended or repealed by the stockholders.

3. The corporation shall have such officers as may from time to time be provided in the Bylaws and such officers shall be designated in such manner and shall hold their offices for such terms and shall have such powers and duties as may be prescribed by the Bylaws or as may be determined from time to time by the Board of Directors subject to the Bylaws.

4. No contract or other transaction between the corporation and any other firm, association, or corporation shall be affected or invalidated by the facts that any one or more of the Directors of the corporation is or are interested in or is a member, director or officer or are members, directors or officers of such other firm or corporation and any director or officers individually or jointly may be a party or parties to or may be interested in any contract or transaction of the corporation or in which the corporation is interested; and no contract, act or transaction of the corporation with any person, firm, association, or corporation shall be affected or invalidated by the fact that any director or directors of the corporation is a party or are parties to or interested in such contract, act, or transaction or in any way connected with such person, firm, association, or corporation, and each and every person who may become a director of the corporation is hereby relieved from any liability that might otherwise exist from contracting with the corporation for the benefit of himself or any

firm, association, or corporation in which he may in any way be interested.

#### **ARTICLE XI.**

This corporation reserves the right to amend, alter, change, or appeal any provision contained herein in the manner now or hereafter prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation. Every such amendment shall be approved by the holders of not less than two-thirds (2/3rds) of the stock of the corporation then outstanding.

#### **ARTICLE XII.**

The corporation shall have the power to include in its Bylaws any regular or restrictive provisions relating to the proposed sale, transfer or other disposition of any of its outstanding stock by any of its stockholders or in the event of the death of any of its stockholders. The manner and form, as well as the relevant terms, conditions and details hereof shall be determined by the stockholders of this corporation; provided, however, that no such regulatory or restrictive provision shall affect the rights of third parties without actual knowledge thereof, unless such provisions or a summary or notation of the same shall be plainly written upon the certificate evidencing the ownership of said stock.

IN WITNESS WHEREOF, I, the undersigned subscribing incorporator, have hereunto set my hand and seal this 13<sup>th</sup> day of March, 1998, for the purpose of forming this corporation under the laws of the State of Florida, and I hereby make, subscribe, acknowledge, and file in the Office of the Secretary of State of the State of Florida these Articles of Incorporation and certify that the facts herein stated are true.

Daniel J. Edwards  
DANIEL J. EDWARDS

STATE OF FLORIDA

COUNTY OF BREVARD

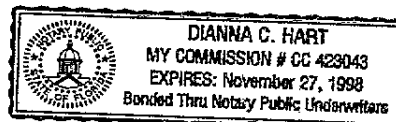
BEFORE ME, the undersigned authority, personally appeared this day, DANIEL J. EDWARDS, party to the foregoing Articles of Incorporation, to me well known and known to me to be the person described in and who executed the foregoing Articles of Incorporation and has acknowledged before me that he subscribed and acknowledged the foregoing Articles of Incorporation as his voluntary act and deed, and that the acts set forth herein are true and correct.

WITNESS my hand and official seal this 13<sup>th</sup> day of MARCH, 1998.

Dianna C. Hart  
Notary Public, State of Florida  
at Large

(Notary Seal)

My Commission Expires:



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

---


**FILED**  
98 MAR 19 AM 10:32  
SEC. OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

That DANIEL J. EDWARDS, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, in Brevard County, Florida, has named DANIEL J. EDWARDS, whose address is 3015 South Washington Avenue, Titusville, Florida 32780, 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 place designated in this Certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office.

  
\_\_\_\_\_  
DANIEL J. EDWARDS  
Resident Agent