

TRANSMITTAL LETTER

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

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-03/30/98-01117-001
*****78.75 *****78.75

SUBJECT:

AUTO COACH WORKS, 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: FERNANDEZ, PETR & ASSOCIATES
Name (Printed or typed)

1200 NE 207th ST
Address

MIAMI, FL 33179-2019
City, State & Zip

(305) 651-4649
Daytime Telephone number

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APR 1 1998
DCA

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

**ARTICLES OF INCORPORATION
OF
AUTO COACH WORKS, INC.**

The undersigned subscriber to these Articles of Incorporation of AUTO COACH WORKS, INC., natural person competent to contract, hereby forms a corporation for profit under the laws of the State of Florida.

ARTICLE I – NAME

The name of the Corporation is **AUTO COACH WORKS, INC.**

ARTICLE II – DURATION

The Corporation shall have perpetual existence.

ARTICLE III – PURPOSE

Section 3.01. Purposes. The purposes for which this Corporation is organized are as follows:

- a. To engage in the transaction of any and all business permitted under the laws of the State of Florida and of the United States.
- b. To engage in the business of an adult care facility.
- c. To do everything necessary, proper, advisable, or convenient for the accomplishment of the forgoing purposes, and to do all things incidental to them or connected with them that are not forbidden by law or by these Articles Incorporation.

Section 3.02. Powers. The Corporation, subject to any specific written limitations or restrictions imposed by the Corporation Laws of the State of Florida or by these Articles of Incorporation, shall have and exercise the following powers:

- a. To have and to exercise all the powers specified under the Florida General Corporation Act.
- b. To purchase, transfer, sell, convey, acquire, own, operate, exchange, lease, improve, develop, mortgage, manage and otherwise deal in interests in real and personal property of any nature or kind.
- c. To carry out all or part of the purposes stated herein as principal, agent or otherwise, either alone or in association with any other persons, firms, associations, or corporations, or, to such extent as a corporation organized under the laws of the State of Florida may or hereafter lawfully do, as a member of, or as owner or holder of any stock of or shares or securities or interest in, any general or limited partnership, association, corporation, trust, syndicate, or other firm or entity; and to like extent in connection therewith, to make, enter into, and perform contracts or deeds with any person, firm, association or corporation or any government or subdivisions, agency or instrumentality thereof.
- d. To make any guaranty respecting stocks, dividends, securities, indebtedness, interest, contracts or other obligations created by any domestic or foreign corporation, association, partnership, individual or other entity.
- e. Each of the foregoing clauses of this section shall be construed as independent powers, and reference to, or interference from, the terms of any other clause shall not, unless otherwise expressly provided, limit the matters expressed in each clause. The enumeration of specific powers shall not be construed as limiting or restricting any

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manner either the meaning of general terms used in any of these causes, or the scope of the general powers of the Corporation created by them; nor shall the expression of one thing in any of these clauses be deemed to exclude another not expressed, although it be of a like nature.

Section 3.03. Conducting Business in Other Jurisdictions. The Corporation may conduct business and otherwise carry on its purposes and exercise its powers in any state, territory, district or possessions of the United States, or in any foreign country, to the extent that these purposes and powers are not forbidden by the law of the state, territory, district or possession of the United States, or by the foreign country; and it may limit the purpose or purposes that it proposes to carry out or the powers it proposes to exercise in any application to do business in any state, territory, district or possession of the United States or foreign country.

ARTICLE IV – CAPITAL STOCK

Section 4.01. Number of Authorized Shares. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any time is one hundred (100) shares of common stock, each having a par value of one (\$1.00) dollar.

Section 4.02. Voting Rights. Such shares of stock may be designated either voting or nonvoting shares before issuance by action of the Board of Directors; provided, however, that unless such designations specifically made by the Board of Directors, said stock shall be deemed voting.

ARTICLE V – REGULATION OF INTERNAL AFFAIRS

Section 5.01. The initial Bylaws shall be adopted by the Board of Directors. The power to alter, amend, or repeal the Bylaws or to adopt new Bylaws shall be vested in the Board of Directors. The Bylaws may contain any provisions for the regulation and management of the Corporation not inconsistent with the Corporation Laws of the State of Florida or of these Articles of Incorporation.

Section 5.02. Transactions with Directors. Any contract or other transaction between the Corporation and any firm, organization or corporation of which one or more of the Directors are members, employees, shareholders, directors, or officers, or in which they have an interest, shall be valid for all purposes, notwithstanding the presence of the interested Director or Directors at the Board of Directors meeting in which the contract or transaction is acted upon or considered, and notwithstanding his or their participation in the action, if the fact of such interest shall be disclosed or known to the Board of Directors and if the Board of Directors shall, nevertheless, authorize or ratify the contract or transaction and permit the interested Directors to be counted in determining whether a quorum is present and to vote on such authorization or ratification. This section shall not be construed to invalidate any contract or other transaction that would otherwise be valid under the common and statutory law applicable to it.

ARTICLE VI – PRINCIPAL OFFICE

The Principal place of business and mailing address of this Corporation shall be 112 S. W. 12TH STREET, UNIT A, FORT LAUDERDALE, FL 33315.

ARTICLE VII – INITIAL REGISTERED AGENT AND ADDRESS

Section 7.01. Registered Office. The address of the initial registered office of the Corporation is 112 S. W. 12TH STREET, UNIT A, FORT LAUDERDALE, FL 33315.

Section 7.02. Registered Agent . Pursuant to para.48.091 of the Florida Statutes, has named **PETER Z. PETR** as its Registered Agent, to be at the address of the registered office of this Corporation, to accept service of process for this Corporation and to otherwise comply with all provisions of said Act and all laws pertaining thereto.

ARTICLE VIII – FUNDAMENTAL CHANGES

The affirmative vote or written consent of the holders of sixty percent (60%) of the issued and outstanding shares of capital stock shall be necessary for the following corporate action:

- (a) Merger or consolidation of the Corporation
- (b) Reduction or increase of the stated capital of the Corporation.
- (c) Sale of a major portion of the property or assets of the Corporation.
- (d) Dissolution or liquidation of the Corporation

ARTICLE IX – DIRECTORS

This Corporation shall have two directors initially:

ELBA FONSECA
JOEL VELAZQUEZ

The persons named as initial directors shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first. The number of directors may be increased or diminished from time to time by the Bylaws, but shall never be less than one. The Directors need not be residents of the State of Florida or shareholders of the Corporation.

ARTICLE X – OFFICERS

The initial officers of the Corporation shall be as follows:

President/Secretary/Treasurer **ELBA FONSECA 9837 S. W. 184TH ST., MIAMI, FL 33157**
Vice President **RICARDO VELAZQUEZ 9837 S. W. 184TH ST., MIAMI, FL 33157**
Vice President **JOEL VELAZQUEZ 9837 S. W. 184TH ST., MIAMI, FL 33157**

The persons named as initial officers shall hold office for the first year of existence of this Corporation or until such person's successors are elected or appointed and have qualified, whichever occurs first.

ARTICLE XI – INCORPORATOR

The name and street address of the persons signing these Articles of Incorporation as the Incorporators is:

ELBA FONSECA 9837 S. W. 184TH ST., MIAMI, FL 33157

JOEL VELAZQUEZ 9837 S. W. 184TH ST., MIAMI, FL 33157
RICARDO VELAZQUEZ 9837 S. W. 184TH ST., MIAMI, FL 33157

ARTICLE XII – INITIAL SHAREHOLDERS

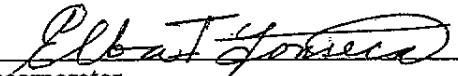
The initial shareholders of the corporation and their respective shareholdings shall be as follows:

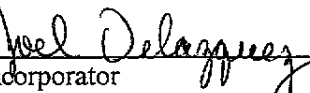
ELBA FONSECA 9837 S. W. 184TH ST., MIAMI, FL 33157
JOEL VELAZQUEZ 9837 S. W. 184TH ST., MIAMI, FL 33157

ARTICLE XII – INDEMNIFICATION

This Corporation shall have the authority, acting through the Board of Directors, to advance expenses to or indemnify any officer, employee, agent or director to the full extent permitted by law when said person(s) has incurred expenses or liabilities, in the sole discretion of the Board of Directors for the benefit or on behalf of the Corporation.

IN WITNESS HEREOF, The undersigned has executed, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida this March 27th, 1998.


Incorporator


Incorporator


Incorporator

CERTIFICATE OF REGISTRATION

REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of section 607.0501 of the Florida Statutes,

Organized under the laws of the State of Florida, **AUTO COACH WORKS, INC.** submits the following statement designating the registered office and the registered of this Corporation, in the State of Florida.

1. The name of the corporation is **AUTO COACH WORKS, INC.**
2. The name and address of the registered agent and office of the Corporation is **PETER Z. PETR 112 S. W. 12TH STREET, UNIT A, FORT LAUDERDALE, FL 33315.**

Signature: *Elba J. Gonzalez* (SEAL)

Date: 03/27 1998

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

Signature: *Peter Z. Petr* (SEAL)

Date: 3/27 1998