

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32302  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

P980000092456

BP Acceptance Group, Inc

000002676500--8  
-10/30/98--01021--012  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

EFFECTIVE DATE

10-31-98

RECEIVED  
98 OCT 30 AM 10:04  
DIVISION OF CORPORATION

- ☒ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☐ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ Photo Copy
- ☐ Certificate of Good Standing
- ☐ Certificate of Status
- ☐ Certificate of Fictitious Name
- ☐ Corp Record Search
- ☐ Officer Search
- ☐ Fictitious Search
- ☐ Fictitious Owner Search
- ☐ Vehicle Search
- ☐ Driving Record
- ☐ UCC 1 or 3 File
- ☐ UCC 11 Search
- ☐ UCC 11 Retrieval
- ☐ Courier

Signature

Requested by:

LS 10/30/98 9:11  
Name Date Time

Walk-In Will Pick Up

98 OCT 30 PM 12:49  
STATE OF FLORIDA  
TALLAHASSEE

FILED

MB  
10-30-98  
6

EFFECTIVE DATE  
10-31-98

ARTICLES OF INCORPORATION

OF

BP ACCEPTANCE GROUP, INC.

FILED  
98 OCT 30 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I  
NAME AND ADDRESS

The name of this corporation is BP ACCEPTANCE GROUP, INC. The principal address of the corporation is 13575 151 Legend Lakes Drive, Panama City, FL 32411

ARTICLE II  
DURATION

The period of its duration is perpetual.

ARTICLE III  
PURPOSE

The purpose is to engage in any and all activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV  
CAPITAL STOCK

The aggregate number of shares of stock which the corporation shall have authority to issue shall be 1000 shares of common stock of the par value of \$ 1.00.

ARTICLE V  
INITIAL REGISTERED OFFICE AND AGENT

The name and address of the initial registered agent and office of this corporation is as follows:

CHRISTOPHER P. SAXER, ESQ.  
126 NE Eglin Parkway  
Fort Walton Beach, Florida 32548

ARTICLE VI  
INCORPORATORS

The name and address of the incorporator signing these Articles of Incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
ELIZABETH H. POHLMAN	P.O. BOX 28252, Panama City, Florida 32411

ARTICLE VII  
INITIAL STOCK ISSUANCE

Shares of capital stock of this corporation shall be issued initially to the following person and in the amount set opposite his name:

ELIZABETH H. POHLMAN 1000	\$1,000.00
---------------------------	------------

ARTICLE VIII  
EFFECTIVE DATE

These Articles of Incorporation for BP ACCEPTANCE GROUP, INC., shall be effective the 31 ST day of OCTOBER, 1998.

ARTICLE IX  
BYLAW AMENDMENT

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE X  
INDEMNIFICATION

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

ARTICLE XI  
INFORMAL ACTION OF DIRECTORS

If all the directors collectively consent in writing to any action taken or to be taken by the corporation, and the writings evidencing their consent are filed with the secretary of the corporation, the action shall be as valid as though it had been authorized at a meeting of the board of directors.

ARTICLE XII  
AMENDMENT OF ARTICLES

This corporation reserves the right to amend or repeal any provisions contained in the Articles of Incorporation, or any amendment hereto, and any right conferred upon the shareholders is subject to this reservation.

ARTICLE XIII  
PRE-EMPTIVE RIGHTS

Each shareholder of this corporation shall have the first right to purchase shares (and securities convertible into shares) of any class, kind or series of stock in this corporation that may from time to time be issued (whether or not presently authorized), including shares from the treasury of this corporation, in the ratio that the number of shares he holds at the time of issue bears to the total number of shares outstanding, exclusive of treasury shares. This right shall be deemed waived by any shareholder who does not exercise it and pay for the shares pre-empted within thirty (30) days of receipt of a notice in writing from the corporation,

stating the prices, terms and conditions of the issue of shares, and inviting him to exercise his pre-emptive rights. This right may also be waived by affirmative written waiver submitted by the shareholder to the corporation within thirty (30) days of receipt of notice from the corporation.

#### ARTICLE XIV MANAGEMENT OF CORPORATION BY SHAREHOLDERS

All corporate powers shall be exercised by or under the authority of, and the business and affairs of this corporation shall be managed under the direction of, the directors of this corporation.

#### ARTICLE XV DIRECTOR QUORUM AND VOTING

One hundred percent (100%) of the directors shall constitute a quorum for a meeting of the directors of this corporation. If a quorum is present, the affirmative vote of one hundred percent (100%) of the directors present or, if a director or directors have abstained from voting because of an interest in the matter to be voted upon, the affirmative vote of one hundred percent (100%) of the directors present and voting, shall be the act of the board of directors.

#### ARTICLE XVI DIRECTOR CONFLICT OF INTEREST

A. No contract or other transaction between a corporation and one or more of its directors, or between a corporation and any other corporation, firm, association or other entity, in which one or more of its directors are directors or officers, or are financially interested, shall be either void or voidable for this reason alone or by reason alone that such director or directors are present at the meeting of the board of directors or of a committee thereof which approves such contract or transaction, or that his or their votes are counted for such purposes:

1. if the fact of such common directorship, officership or financial interest is disclosed or known to the board or committee, and the board or committee approves such contract or transaction by vote sufficient for such purpose without counting the vote or votes of such interested director or directors; or

2. if such common directorship, officership or financial interest is disclosed or known to the shareholders entitled to vote thereon, and such contract or transaction is approved by vote of the shareholders; or

3. if the contract or transaction is fair and reasonable as to the corporation at the time it is approved by the board, committee or the shareholders.

B. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or of a committee which approves such contract or transaction.

ARTICLE XVII  
MEETINGS BY CONFERENCE TELEPHONE

Members of the board of directors may participate in special meetings of the board of directors by means of conference telephone as provided by law, but regular meetings of the board of directors must be attended in fact in person by each director.

ARTICLE XVIII  
BYLAWS

The corporation shall be governed by bylaws adopted by the shareholders.

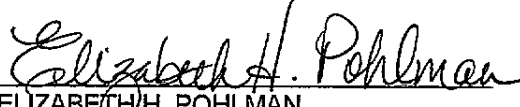
ARTICLE XIX  
AMENDMENT OF BYLAWS

The power to adopt, alter, amend or repeal the bylaws of this corporation shall be vested in the shareholders.

ARTICLE XX  
SHAREHOLDER QUORUM AND VOTING

One hundred percent (100%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of one hundred percent (100%) of the shares represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

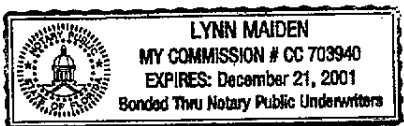
IN WITNESS WHEREOF, I have hereunto set my hand and seal and acknowledge I am filing the foregoing Articles of Incorporation under the laws of the State of Florida, this 29th day of October, 1998.

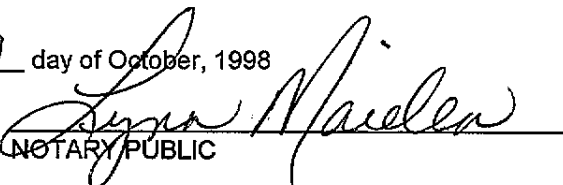
  
ELIZABETH H. POHLMAN

STATE OF FLORIDA  
COUNTY OF Brow

I HEREBY CERTIFY that before me, a Notary Public, duly authorized in the State and County named above to take acknowledgments, personally appeared the above person who is personally known to me, or who has produced FD-1455 228-63-943 as identification, to be the person named as subscriber in and to these Articles of Incorporation and who, after taking an oath, executed the foregoing Articles of Incorporation and acknowledged before me that the above named person executed same for the uses and purposes therein expressed.

WITNESS my hand and official seal, this 29 day of October, 1998



  
NOTARY PUBLIC

ACCEPTANCE OF REGISTERED AGENT

I HEREBY ACCEPT the designation and appointment as initial registered agent for this corporation.

  
\_\_\_\_\_  
CHRISTOPHER P. SAXER, ESQ.

**FILED**  
98 OCT 30 PM 12:49  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA