

P99000017973

EFFECTIVE DATE
2-15-99

TRANSMITTAL LETTER

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FL. 32314

100002783401--8

-02/22/99--01128--008

****122.50 ****78.75

SUBJECT: BARNIE Hill Motors, Inc.
(PROPOSED CORPORATE NAME)

ENCLOSED IS AN ORIGINAL AND ONE (1) COPY OF THE ARTICLES OF IN-
CORPORATION AND OUR CHECK FOR \$ 122.50

FROM:

BARNIE Hill

NAME (PRINTED OR TYPED)

496 Piccadilly Ct.

ADDRESS

Ocoee, FL 34761

CITY, STATE, & ZIP

(352) 754-1790

TELEPHONE NUMBER

NOTE: PLEASE PROVIDE THE ORIGINAL AND ONE COPY OF THE ARTICLES

FILED
99 FEB 22 AM 10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Trisha Messer

GAVE

AUTHORIZATION BY PHONE TO
CORRECT ESP. Date name

DATE 2-25-99

QCC. EXAM CB

CB
2-25-99
5

EFFECTIVE DATE
2-15-99

FILED
99 FEB 22 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF

I, THE UNDERSIGNED INCORPORATOR(S), FOR THE PURPOSE OF FORMING A CORPORATION UNDER THE FLORIDA BUSINESS CORPORATION ACT, HEREBY ADOPT(S) THE FOLLOWING ARTICLES OF INCORPORATION.

ARTICLE I - NAME

THE NAME OF THE CORPORATION SHALL BE:

Barnre Hill Motors, Inc.

ARTICLE II - DURATION

THIS CORPORATION SHALL EXIST PERPETUALLY, COMMENCING ON THE DATE OF EXECUTION AND ACKNOWLEDGMENT OF THESE ARTICLES.

The Effective Date shall be February 15, 1999

ARTICLE III - PURPOSE

THE CORPORATION MAY ENGAGE IN ANY ACTIVITY OR BUSINESS UNDER THE LAWS OF THE UNITED STATES AND THE STATE OF FLORIDA'S GENERAL CORPORATION ACT.

ARTICLE IV - CAPITAL STOCK

THIS CORPORATION IS AUTHORIZED TO ISSUE SHARES OF PAR VALUE COMMON STOCK, WHICH SHOULD BE DESIGNATED "COMMON SHARES".

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ARTICLE V - PRINCIPAL OFFICE

THE PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS OF THIS CORPORATION SHALL BE:

*496 Picewood Court
Ocoee, FL 34761*

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

THE STREET ADDRESS OF THE INITIAL REGISTERED OFFICE OF THIS CORPORATION SHALL BE:

496 Picwood Ct.
Ocoee, FL 34761

THE NAME OF THE INITIAL REGISTERED AGENT OF THIS CORPORATION AT THAT ADDRESS IS:

Barnie Hill

ARTICLE VII

THIS CORPORATION SHALL HAVE ONE DIRECTOR INITIALLY. THE NUMBER OF DIRECTORS MAY BE INCREASED OR DIMINISHED FROM TIME TO TIME BY MAJORITY VOTE OF THE STOCKHOLDERS, BUT IT SHALL NEVER BE LESS THAN ONE.

ARTICLE VIII - INCORPORATORS

THE NAME AND ADDRESSES OF THE INITIAL SUBSCRIBERS SIGNING THESE ARTICLES ARE AS FOLLOWS:

Barnie Hill
496 Picwood Ct.
Ocoee, FL 34761

ARTICLE IX - BYLAWS

THE POWER TO ADOPT, ALTER, AMEND, OR REPEAL BYLAWS SHALL BE VESTED IN THE BOARD OF DIRECTORS AND THE SHAREHOLDERS.

ARTICLE X - RESTRICTIONS ON TRANSFER OF STOCK

SHARES OF CAPITAL STOCK OF THIS CORPORATION SHALL BE ISSUED INITIALLY TO THE FOLLOWING PERSONS IN THE AMOUNT SET OPPOSITE THEIR NAMES:

Barnie Hill

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 SOLD SHALL BE FURTHER SPECIFIED BY WRITTEN AGREEMENT AMONG ALL OF THE SHAREHOLDERS AND THIS CORPORATION.

ARTICLE XI - AMENDMENT

THIS CORPORATION RESERVES THE RIGHT TO AMEND OR REPEAL ANY PROVISIONS CONTAINED IN THESE ARTICLES OF INCORPORATION, OR ANY AMENDMENTS HERETO, AND ANY RIGHTS CONFERRED UPON THE SHAREHOLDER IS SUBJECT TO THIS RESERVATION.

ARTICLE XII - TERMS OF ISSUING STOCK

STOCK TO BE ISSUED PURSUANT TO THESE ARTICLES OF INCORPORATION SHALL BE ISSUED UNDER THE TERMS, PROVISIONS AND CONDITIONS OF SECTION 1244 OF THE INTERNAL REVENUE CODE.

IN WITNESS WHEREOF, I HAVE HERETO SUBSCRIBED MY NAME AND AFFIXED MY SEAL TO THESE ARTICLES OF INCORPORATION, ON THIS DAY 15th OF Jan , 1999.

X Bernie J. Hall

CERTIFICAT OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

FILED
99 FEB 22 AM 8:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, 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: _____

_____ Barnie Hill Motors, Inc. _____

2. THE NAME AND ADDRESS OF THE REGISTERED AGENT AND OFFICE IS:

_____ Barnie J. Hill _____
(NAME)

_____ 496 Picwood Ct. _____
(P.O. BOX NOT ACCEPTABLE)

_____ Ocoee, FL 34761 _____
(CITY/ STATE/ ZIP)

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

Barnie J. Hill

DATE

1-15-99