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737024

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-05/19/99--01031--002

\*\*\*\*\*78.75 \*\*\*\*\*78.75

CORPORATION NAME(S) AND DOCUMENT NUMBER(S) (if known):

Victory Motors Corporation

**FILED**

99 MAY 19 AM 9:11

CLERK OF STATE  
TALLAHASSEE, FLORIDA

☐ Walk In

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☐ Will Wait

☐ Certificate of Good Standing

☐ Photocopy

☐ ARTICLES ONLY

☐ ALL CHARTER DOCS

**RUSH**

NEW FILINGS	
<input checked="" type="checkbox"/> Profit	
<input type="checkbox"/> NonProfit	
<input type="checkbox"/> Limited Liability	
<input type="checkbox"/> Domestication	
<input type="checkbox"/> Other	

AMENDMENTS	
<input type="checkbox"/> Amendment	
<input type="checkbox"/> Resignation of R.A. Officer/Director	
<input type="checkbox"/> Change of Registered Agent	
<input type="checkbox"/> Dissolution/Withdrawal	
<input type="checkbox"/> Merger	

☐ Certificate of FICTITIOUS NAME

☐ FICTITIOUS NAME SEARCH

☐ CORP SEARCH

OTHER FILINGS	
<input type="checkbox"/> Annual Report	
<input type="checkbox"/> Fictitious Name	
<input type="checkbox"/> Name Reservation	

REGISTRATION/QUALIFICATION	
<input type="checkbox"/> Foreign	
<input type="checkbox"/> Limited Partnership	
<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Trademark	
<input type="checkbox"/> Other	

W-11752

ajc  
5/19

Ordered By: \_\_\_\_\_

Date: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

May 19, 1999

UCC FILING & SEARCH SERVICES

SUBJECT: VICTORY MOTORS CORPORATION  
Ref. Number: W99000011752

**RUSH**

We have received your document for VICTORY MOTORS CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6878.

Alan Crum  
Document Specialist

Letter Number: 799A00027819

*Corrected - please backdate  
to original date of filing*

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

99 MAY 25 AM 8:38

RECEIVED

**FILED**  
99 MAY 19 AM 9:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
VICTORY MOTORS CORPORATION OF PANAMA CITY**

THE UNDERSIGNED Incorporators to these Articles of Incorporation, each a natural person competent to contract, hereby associate themselves together to form a corporation for profit under the laws of the State of Florida; and further do agree to the following conditions of said Corporation.

**ARTICLE I: NAME**

The name of the Corporation is: Victory Motors Corporation of Panama City.

**ARTICLE II: NATURE OF BUSINESS**

The general nature of the Business to be transacted by this Corporation is to engage in the business of selling motor vehicles and to do all things which natural persons and lawful entities might or could lawfully do in the premises and to transact any lawful business for which corporations may be incorporated under the laws of Florida.

**ARTICLE III: CAPITAL STOCK**

The authorized capital stock of this Corporation is 1,000 shares of common stock, each share having a par value of \$10.00.

**ARTICLE IV: CAPITAL STRUCTURE**

The Corporation is authorized to issue only one class of stock, and all issued stock shall be held of record by not more than 35 persons. Stock will be issued and transferred only to (i) natural persons, (ii) estates, or (iii) a trust defined in IRC § 1361(c)(2)(or its successor section). In addition, no stock shall

be issued or transferred to a nonresident alien.

#### **ARTICLE V: PREEMPTIVE RIGHTS**

The Corporation elects to have preemptive rights as set forth in § 607.0630, Florida Statutes (1993).

#### **ARTICLE VI: INITIAL CAPITAL**

The initial capital of said Corporation is \$10,000.00.

#### **ARTICLE VII: TERM OF EXISTENCE**

This Corporation shall have perpetual existence unless dissolved by action of law.

#### **ARTICLE VIII: ADDRESS**

The initial post office address of this Corporation in the State of Florida is: 1213 West 15th Street, Panama City, Florida 32401.

#### **ARTICLE IX: DIRECTORS**

This Corporation shall have not less than ten (10) Directors initially. The number of Directors may be increased or decreased from time to time as the Stockholders desire, in accordance with Bylaws hereof, but at no time shall there be a number less than one.

#### **ARTICLE X: INITIAL DIRECTORS AND OFFICERS**

The names and post office addresses of the first Board of Directors and officers of this Corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u>TITLE</u>	<u>OFFICE</u>
Curtis Williams	2414 Pretty Bayou Dr. Panama City, FL 32405	Director	President
Victor Conte	3904 Milano Rd. Panama City Beach, FL 32405	Director	Vicepresident

Leroy Martin                      5522 Scenic Dr.                      Director                      Secretary/  
Panama City, FL 32405                      Treasurer

**ARTICLE XI: INCORPORATORS**

The names and post office addresses of each Incorporator to these Articles of Incorporation, the number of shares of stock each agrees to take, and the value of the consideration paid therefore are as follows:

<u>NAME</u>	<u>ADDRESS</u>	<u># OF SHARES</u>	<u>AMOUNT PAID</u>
Curtis Williams	2414 Pretty Bayou Dr. Panama City, FL 32405	1,000	\$ 10.00
Victor Conte	3904 Milano Rd. Panama City Beach, FL 32405	0	\$ 0
Leroy Martin	5522 Scenic Dr. Panama City, FL 32405	0	\$ 0


**ARTICLE XII: REGISTERED AGENT**

The Registered Agent is: Curtis Williams, whose address is 2414 Pretty Bayou Drive, Panama City, Florida 32405.

**ARTICLE XIII: AMENDMENT**

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Stockholders, and approved at a stockholders meeting by a majority of the Stockholders.

IN WITNESS WHEREOF, we have hereunto set our hands and seals this \_\_\_\_\_ day of May, 1999.

  
Curtis Williams, Incorporator

\*  
Victor Conte, Incorporator

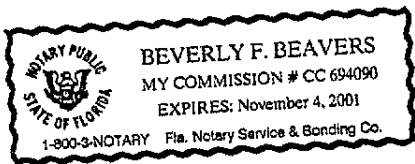
\*\*  
Leroy Martin, Incorporator

STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Curtis Williams, who is personally known to me or who has produced the identification specified below, who acknowledged to and before me that he is the person who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State aforesaid this 7<sup>th</sup> day of May, 1999.

X To me personally known  
Identified by \_\_\_\_\_  
Issued by \_\_\_\_\_




Beverly F. Beavers  
Notary Public

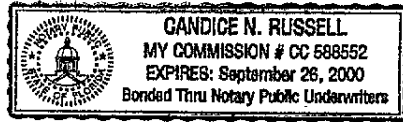
STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Victor Conte, who is personally known to me or who has produced the identification specified below, who acknowledged to and before me that he is the person who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State aforesaid this 10 day of May, 1999.

X To me personally known \* Victor A Conte  
Identified by \_\_\_\_\_  
Issued by \_\_\_\_\_

  
\_\_\_\_\_  
Notary Public



STATE OF FLORIDA  
COUNTY OF BAY

I HEREBY CERTIFY that on this day, before me, an officer duly qualified to take acknowledgments, personally appeared Leroy Martin, who is personally known to me or who has produced the identification specified below, who acknowledged to and before me that he is the person who executed the foregoing Articles of Incorporation for the uses and purposes set forth therein.

WITNESS my hand and official seal in the County and State  
aforesaid this 10 day of May, 1999.

\_\_\_\_\_. To me personally known

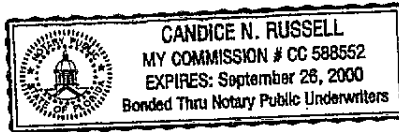
X Identified by

Issued by FL DL# ML3513258240

31172364-48

*Candice Russell*

Notary Public



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

In compliance with Section 607.0501 of the Florida Business Corporation Act, the following is submitted:

Victory Motors Corporation, with its place of business at 1213 West 15th Street, City of Panama City, Florida, has named Curtis Williams, located at 2414 Pretty Bayou Drive, City of Panama City, Florida, as its agent to accept service of process within Florida.

Dated 7<sup>th</sup> day of May, 1999.

Curtis Williams  
Curtis Williams, Incorporator

Having been named to accept service of process for the above-stated corporation, at the place designated in this certificate, I agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties, and I am familiar with and accept the duties and obligations of Section 607.0505 of the Florida Business Corporation Act.

Dated 7<sup>th</sup> day of May, 1999.

Curtis Williams  
Curtis Williams, Registered Agent

**FILED**  
99 MAY 19 AM 9:11  
CLERK OF STATE  
TALLAHASSEE, FLORIDA