

Richard V. Lee

ATTORNEY AT LAW

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Sarasota, FL 34236
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☒ 305 Chauncey Ave. E.
Bradenton, Florida 34208
(941) 750-8383
(941) 741-9997 Fax

PP99000055358

Secretary of State
Division of Corporations
409 East Gaine Street
Tallahassee, FL 32301

June 1, 1999

700002908177--8 :
-06/17/99-01097-007
*****78.75 *****78.75

RE: Benham Motor Company, Inc.

Dear Sir/Madam,

Enclosed please find the original and one copy of the Articles of Incorporation for Benham Motor Company, Inc., and a check in the amount of \$78.75 for filing of same.

Please return the filed copy to my office at the Bradenton address listed above. Thank you for your time and consideration in this matter.

Sincerely,



Richard V. Lee

RVL:tml
Enclosures

FILED
99 JUN 17 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T BROWN JUN 18 1999

**ARTICLES OF INCORPORATION
OF
BENHAM MOTOR COMPANY, INC.**

FILED
99 JUN 17 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

BY THIS INSTRUMENT, I, H. PAUL BENHAM, JR., do hereby establish for the purpose of becoming a corporation, operating for profit by and under the provisions of the statutes of Florida appertaining and providing for the formation, liabilities, rights, privileges as corporation operating for profit, and do hereby make, subscribe, acknowledge and file these Articles of Incorporation for the purpose of becoming such a corporation for profit and do hereby declare, state and certify:

ARTICLE I

The name of this corporation shall be:

Benham Motor Company, Inc.

ARTICLE II

This corporation shall have perpetual existence unless sooner dissolved as may be directed by law.

ARTICLE III

The corporation may transact any and all lawful business for which corporations may be incorporated under the Florida General Corporation Act.

ARTICLE IV

The maximum number of shares of stock that this corporation is authorized to issue and have outstanding at any one time shall be One Thousand (1,000) shares of common stock having a nominal par value of One Dollar (\$1.00) per share. The consideration to be paid for each such share shall be money, property or services of value at least equivalent to the stock issued as fixed and determined, from time to time, by the Board of Directors.

Each shareholder of any case of stock of this corporation shall be entitled to full preemption rights to purchase any unissued, newly issue, or treasury shares of the corporation and any securities of the corporation convertible into, or carrying a right to subscribe to or acquire share of any such unissued, newly issued, or treasury shares.

ARTICLE V

The amount of capital with which this corporation will begin business shall not be less than One Thousand (\$1000.00) Dollars.

ARTICLE VI

The street address of the initial registered office of this corporation is **240 N. Washington Blvd., Suite 200, Sarasota, Florida 34236**, and the name of the initial registered agent of this corporation at that address is **Richard V. Lee**. The Board of Directors may from time to time move the principal office to any other address in the State of Florida. The street address of the corporation's principal office is **6115 14th Street West, Bradenton, Florida 34207**.

ARTICLE VII

This corporation shall have 1 director initially. The number of directors of this corporation may be increased or decreased from time to time by the By-Laws of this corporation, but which number of directors shall never be less than one.

ARTICLE VIII

The name and post office address of the member of the Board of Directors of this corporation, of whom shall hold office until the organizational meeting or until their successor is duly elected and qualified is:

**H. Paul Benham, Jr.
6115 14th Street West
Bradenton, Florida 34207**

ARTICLE IX

The incorporator of the Articles of Incorporation, together with his address is:

**H. Paul Benham, Jr.
6115 14th Street West
Bradenton, Florida 34207**

ARTICLE X

The shareholders shall have pre-emptive rights such that after the sale in connection with the organizational meeting, the corporation shall sell no voting stock without first having offered to sell to all existing shareholders such additional voting stock as shall be necessary for that shareholder to purchase to maintain the same relative percentage ownership of voting stock of that shareholder to all issued and outstanding voting stock before the sale as after the sale.

ARTICLE XI

These Articles of Incorporation may be amended in a manner provided therefore by the laws of the State of Florida. Each amendment to these Articles of Incorporation shall be proposed by one or more of the stockholders of this corporation. Any questions or motion, or action of the stockholder of this corporation shall be decided by a majority vote of the stockholders entitled to vote thereon. The By-Laws of this corporation shall be promulgated, adopted, amended, changed or deleted by the stockholders of this corporation. The business affairs of this corporation shall be conducted by a Board of Directors, and the directors thereof shall be elected at the annual meeting of the stockholders of this corporation as a condition precedent of holding an office or being a director or agent in this corporation. Vacancies in the officers and the directors of this corporation shall be filled as prescribed in the By-Laws of this corporation. This corporation shall have and enjoy all of the rights, privileges and immunities of a corporation operating under the laws of the State of Florida, appertaining thereto at the time of the incorporation hereof and any amendments thereto, The number and nature of the office may be increased, deleted or changed by the By-Laws of this corporation in keeping with the laws of the State of Florida appertaining thereto.

IN WITNESS WHEREOF, the undersigned incorporator has executed the foregoing Articles of Incorporation on the 30th day of November, 1998.

Signed, sealed and delivered
in the presence of:

W. O. Wilson
Witness

[Signature]
Witness

[Signature]
H. PAUL BENHAM, JR., Incorporator

STATE OF FLORIDA

COUNTY OF MANATEE

BEFORE ME, the undersigned authority, personally appeared H. PAUL BENHAM, JR., who produced a driver's licenses for identification or who is personally known to me, and who upon first being duly sworn, deposed and said that he has read the foregoing Articles of Incorporation and that he has executed the same freely and voluntarily.

WITNESS my hand and official seal on the 30th day of November, 1998.

Christina M. Lee
Notary Public

My Commission Expires:



CHRISTINA M LEE
My Commission CC569213
Expires Jul. 14, 2000

**CERTIFICATE DESIGNATING AGENT UPON WHOM PROCESS MAY BE SERVED
AND THE PLACE OF BUSINESS OF DOMICILE FOR THE SERVICE OF PROCESS
WITHIN**

THE STATE OF FLORIDA

Pursuant to Section 48.091 and Section 607.325, Florida Statutes, the following is submitted in compliance with said sections.

Benham Motor Company, Inc. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Certificate of Incorporation, at the City of Tallevast, County of Manatee, State of Florida, has named **Richard V. Lee** as its registered agent to accept service of process within this state, who is located at the following registered office: **240 N. Washington, Blvd., Suite 200, Sarasota, Florida 34236.**


ACKNOWLEDGMENT AND ACCEPTANCE:

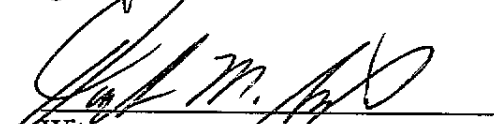
Having been named as the registered agent for the above corporation for the purpose of accepting service of process at the registered office designated in this certificate, I hereby accept such appointment and agree to act in such capacity. I agree to comply with the provision of said section relative to keeping open the registered office.

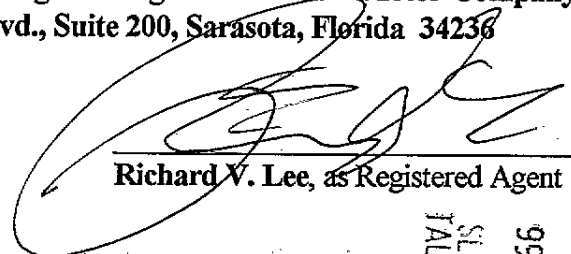
STATE OF FLORIDA

COUNTY OF SARASOTA

BEFORE ME, the undersigned authority did personally appear **Richard V. Lee**, who produced driver's licenses for identification or is personally known to me, and who upon first being duly sworn, acknowledged before me that he consents to serve as registered agent of **Benham Motor Company, Inc.** at the following address: **240 N. Washington Blvd., Suite 200, Sarasota, Florida 34236**

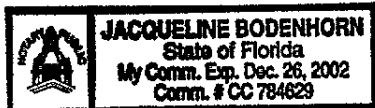

Witness



Witness


Richard V. Lee, as Registered Agent

WITNESS my hand and official seal on 14th day of June, 1999.

My Commission Expires:




Notary Public

FILED
99 JUN 17 AM 8:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA