



TOWN OF ACTON
472 Main Street
Acton, Massachusetts, 01720
Telephone (978) 929-6611
Fax (978) 929-6350

Board of Selectmen

**LEGAL NOTICE
TOWN OF ACTON
NOTICE OF HEARING**

The Acton Board of Selectmen will hold a public hearing on April 27, 2015 at 7:20 PM in the Francis Faulkner Hearing Room in Town Hall, 472 Main Street, Acton on the application of GPAUP, Inc., for a Class II Non-Display Internet Only Dealers License at 271 Great Road, Suite 25, Acton MA 01720. The application can be inspected at Town Hall during normal business hours.

Acton Board of Selectmen

271 GREAT RD., SUITE 25
**LEGAL NOTICE
TOWN OF ACTON
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Acton Board of Selectmen

AD#13257771
Acton Beacon 4/9/15

Lisa Tomyl

From: Roland Bartl
Sent: Monday, March 23, 2015 1:46 PM
To: Lisa Tomyl; Planning Department; Building Department
Subject: RE: Class II Dealer License - non-display internet only

Lisa:

Thanks for checking. I don't think Christine was always consistent. Anyway, going forward I think it would be good to run them by us. In this particular instance, where it is a location in the limited business zoning district, Planning/Zoning has no concerns or objections.

We regard this type of a license as an office use. So, we want to make sure (1) it is in a zoning district where office use is allowed, or (2) if it is out of a home that the set-up meets the requirements for home-occupations.

Roland Bartl, AICP
Planning Director
Town of Acton
472 Main Street
Acton, MA 01720
978-929-6631

From: Lisa Tomyl
Sent: Monday, March 23, 2015 1:38 PM
To: Planning Department; Building Department
Subject: Class II Dealer License - non-display internet only

In the past, has Christine ever forwarded applications for review for Class II Auto Dealer – non-display, Internet only sales? Basically Dealer/Broker. I sent a new application to the Police Chief for review and recommendation, as the applicant is leasing an office suite at 271 Great Road, Suite 25.

Let me know when you get a chance. The hearing has not been scheduled yet, but the earliest will be April 27th.

Regards,

Lisa Tomyl
Executive Assistant
Office of the Town Manager
472 Main Street
Acton, MA 01720
(p) 978.929.6611
(f) 978.929.6350
ltomyl@acton-ma.gov

Lisa Tomyl

From: Frank Widmayer
Sent: Tuesday, March 31, 2015 1:20 PM
To: Lisa Tomyl
Subject: RE: Class II Dealer Application

Lisa,

I have reviewed the application and I recommend approval of the license by the Board of Selectmen.

Regards,
Frank

Frank J. Widmayer III
Chief of Police

From: Lisa Tomyl
Sent: Friday, March 20, 2015 1:00 PM
To: Frank Widmayer
Subject: Class II Dealer Application

Please review the attached Class II Dealer Application and get back to me with your recommendation. No rush – I haven't scheduled a hearing yet (won't be until at least April 27th). This is for a non-display internet only license.

Regards,

Lisa Tomyl
Executive Assistant
Office of the Town Manager
472 Main Street
Acton, MA 01720
(p) 978.929.6611
(f) 978.929.6350
ltomyl@acton-ma.gov

Town of Acton General License or Permit Application

For Town Use Only

To the Licensing Authorities of Acton:

CC: Police/Fire – Comments & FYI

The undersigned hereby makes application for the following described license, in accordance with the provisions of the General Laws, and amendments thereto.

Fee

March 20, 2015

Please indicate the License or Permit for which application is being made

| | | | | |
|---------------------|----------------|----------------|-------------------|----------------------|
| Auction | Entertainment | One Day Liquor | Common Victualler | Class 1 or 11 |
| Automated Amusement | 24 Hour Permit | Fair or Sale | Concert | Other _____ |

Name of Organization/Applicant.....GPAUP, Inc.....

Location of Event _____ 271 Great Road, Suite 25 _____

Name of Owner of Premises.....Stephen Steinburg.....

DESCRIPTION OF EVENT (i.e.; Fee or donation charged? Name of operators of event? Purpose of event? Parking availability?)

.....Class.II Non-Display Internet Sales Only

Date of Event:.....Hours of Event or Operation..... Approximate Number of Participants (_ _)

PLEASE PRINT CLEARLY

Name of person making application.....Xi Zhang.....

Occupation.....

Residential Address.....99 Chestnut Hill Road, Apt. 209, Boston, MA
02135.....

Business Address.....

Telephone: Home..... Business/ Cell..617-794-3819.....

E-Mail Address: GPAUP2014@gmail.com

Date of Naturalization, if not born in U.S. _____

Have you ever been convicted for any law violation? NO

If so, when _____

Where _____

State Briefly _____

References (names and addresses-Phone Numbers)

Signature of Applicant _____

**CRIMINAL OFFENDER RECORD INFORMATION (CORI)
ACKNOWLEDGEMENT FORM**

TO BE USED BY ORGANIZATIONS CONDUCTING CORI CHECKS FOR EMPLOYMENT, VOLUNTEER,
SUBCONTRACTOR, LICENSING, AND HOUSING PURPOSES.

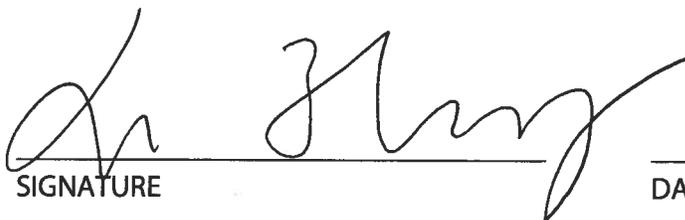
is registered under the provisions of M.G.L. c. 6, § 172 to receive CORI
for the purpose of screening current and otherwise qualified prospective employees, subcontractors,
volunteers, license applicants, current licensees, and applicants for the rental or lease of housing.

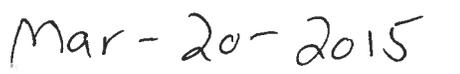
As a prospective or current employee, subcontractor, volunteer, license applicant, current licensee, or
applicant for the rental or lease of housing, I understand that a CORI check will be submitted for my personal
information to the DCJIS. I hereby acknowledge and provide permission to
to submit a CORI check for my information to the DCJIS. This authorization is valid for one year from the
date of my signature. I may withdraw this authorization at any time by providing
written notice of my intent to withdraw consent to a CORI check.

FOR EMPLOYMENT, VOLUNTEER, AND LICENSING PURPOSES ONLY:

the _____ may conduct subsequent CORI checks within one year
of the date this Form was signed by me provided, however, that
must first provide me with written notice of this check.

By signing below, I provide my consent to a CORI check and acknowledge that the information provided on
Page 2 of this Acknowledgement Form is true and accurate.

 _____
SIGNATURE

 _____
DATE

SUBJECT INFORMATION: (A red asterisk (*) denotes a required field)

ZHANG XI
*Last Name *First Name Middle Name Suffix

Maiden Name (or other name(s) by which you have been known)

Dec - 25 - 1992 BEIJING, CHINA

*Date of Birth Place of Birth

*Last Six Digits of Your Social Security Number

Sex: Male Height: 6 ft. 3 in. Eye Color: _____ Race: _____

Driver's License or ID Number: S79265566 State of Issue: MA

QING SHI SHIYUAN ZHANG
Mother's Full Maiden Name Father's Full Name

Current and Former Addresses:

11 FRANCINE ROAD ACTON MA 01720
Street Number & Name City/Town State Zip

99 Chestnut Hill Ave Apt 209 BOSTON MA 02135
Street Number & Name City/Town State Zip

The above information was verified by reviewing the following form(s) of government-issued identification:

MA DL S79265566 exp. 12/25/2017

VERIFIED BY: _____
Name of Verifying Employee (Please Print)

Yuan Long
Signature of Verifying Employee

THE COMMONWEALTH OF MASSACHUSETTS

OF _____

**APPLICATION FOR A LICENSE TO BUY, SELL, EXCHANGE
OR ASSEMBLE SECOND HAND MOTOR VEHICLES
OR PARTS THEREOF**

I, the undersigned, duly authorized by the concern herein mentioned, hereby apply for a Class II class license, to Buy, Sell, Exchange or Assemble second hand motor vehicles or parts thereof, in accordance with the provisions of Chapter 140 of the General Laws.

1. What is the name of the concern? GPAUP, Inc.

Business address of concern. No. 271 Great Road, Ste. 25
Acton, MA 01720 City — Town.

2. Is the above concern an individual, co-partnership, an association or a corporation? Corporation

3. If an individual, state full name and residential address.

4. If a co-partnership, state full names and residential addresses of the persons composing it.

5. If an association or a corporation, state full names and residential addresses of the principal officers.

President Xi Zhang, 99 Chestnut Hill Ave., Apt. 209, Boston, MA 02135

Secretary Jingjing Zhang, 1130 Commonwealth Ave., Apt. 6, Allston, MA 02134

Treasurer Jingjing Zhang, 1130 Commonwealth Ave., Apt. 6, Allston, MA 02134

6. Are you engaged principally in the business of buying, selling or exchanging motor vehicles? Yes

If so, is your principal business the sale of new motor vehicles? No

Is your principal business the buying and selling of second hand motor vehicles? Yes

Is your principal business that of a motor vehicle junk dealer? No

7. Give a complete description of all the premises to be used for the purpose of carrying on the business.

Internet sales only - N/A

8. Are you a recognized agent of a motor vehicle manufacturer? No (Yes or No)

If so, state name of manufacturer N/A

9. Have you a signed contract as required by Section 58, Class 1? N/A (Yes or No)

10. Have you ever applied for a license to deal in second hand motor vehicles or parts thereof? No (Yes or No)

If so, in what city — town _____

Did you receive a license? _____ (Yes or No) For what year? _____

11. Has any license issued to you in Massachusetts or any other state to deal in motor vehicles or parts thereof ever been suspended or revoked? No (Yes or No)

Sign your name in full [Signature] (Duly authorized to represent the concern herein mentioned)

Residence 99 Chestnut Hill Ave, Apt. 209
Boston, MA 02135

IMPORTANT

EVERY QUESTION MUST BE ANSWERED WITH FULL INFORMATION, AND FALSE STATEMENTS HEREIN MAY RESULT IN THE REJECTION OF YOUR APPLICATION OR THE SUBSEQUENT REVOCATION OF YOUR LICENSE IF ISSUED.

NOTE: If the applicant has not held a license in the year prior to this application, he must file a duplicate of the application with the registrar. (See Sec. 59)

APPLICANT WILL NOT FILL THE FOLLOWING BLANKS

Application after investigation _____
(Approved or Disapproved)

License No. _____ granted _____ 19 _____ Fee \$ _____

Signed _____

CHAPTER 140 OF THE GENERAL LAWS, TER. ED., WITH AMENDMENTS THERETO (EXTRACT)

SECTION 57. No person, except one whose principal business is the manufacture and sale of new motor vehicles but who incidentally acquires and sells second hand vehicles, or a person whose principal business is financing the purchase of or insuring motor vehicles but who incidentally acquires and sells second hand vehicles, shall engage in the business of buying, selling, exchanging or assembling second hand motor vehicles or parts thereof without securing a license as provided in section fifty-nine. This section shall apply to any person engaged in the business of conducting auctions for the sale of motor vehicles.

SECTION 58. Licenses granted under the following section shall be classified as follows:

Class 1. Any person who is a recognized agent of a motor vehicle manufacturer or a seller of motor vehicles made by such manufacturer whose authority to sell the same is created by a written contract with such manufacturer or with some person authorized in writing by such manufacturer to enter into such contract, and whose principal business is the sale of new motor vehicles, the purchase and sale of second hand motor vehicles being incidental or secondary thereto, may be granted an agent's or a seller's license; provided, that with respect to second hand motor vehicles purchased for the purpose of sale or exchange and not taken in trade for new motor vehicles, such dealer shall be subject to all provisions of this chapter and of rules and regulations made in accordance therewith applicable to holders of licenses of class 2.

Class 2. Any person whose principal business is the buying or selling of second hand motor vehicles may be granted a used car dealer's license.

Class 3. Any person whose principal business is the buying of second hand motor vehicles for the purpose of remodeling, taking apart or rebuilding the same, or the buying or selling of parts of second hand motor vehicles or tires, or the assembling of second hand motor vehicle parts, may be granted a motor vehicle junk license.

SECTION 59. The police commissioner in Boston and the licensing authorities in other cities and towns may grant licenses under this section which will expire on January first following the date of issue unless sooner revoked. The fees for the licenses shall be fixed by the licensing board or officer, but in no case shall exceed \$100. dollars. Application for license shall be made in such form as shall be approved by the registrar of motor vehicles, in sections fifty-nine to sixty-six, inclusive, called the registrar, and if the applicant has not held a license in the year prior to such application, such application shall be made in duplicate, which duplicate shall be filed with the registrar. No such license shall be granted unless the licensing board or officer is satisfied from an investigation of the facts stated in the application and any other information which they may require of the applicant, that he is a proper person to engage in the business specified in section fifty-eight in the classifications for which he has applied, that said business is or will be his principal business, and that he has available a place of business suitable for the purpose. The license shall specify all the premises to be occupied by the licensee for the purpose of carrying on the licensed business. Permits for a change of situation of the licensed premises or for addition thereto may be granted at any time by the licensing board or officer in writing, a copy of which shall be attached to the license. Cities and towns by ordinance or by-law may regulate the situation of the premises of licensees within class 3 as defined in section fifty-eight, and all licenses and permits issued hereunder to persons within said class 3 shall be subject to the provisions of ordinances and by-laws which are hereby authorized to be made. No license or permit shall be issued hereunder to a person within said class 3 until after a hearing, of which seven days' notice shall have been given to the owners of property abutting on the premises where such license or permit is proposed to be exercised. All licenses granted under this section shall be revoked by the licensing board or officer if it appears, after hearing, that the licensee is not complying with sections fifty-seven to sixty-nine, inclusive, or the rules and regulations made thereunder; and no new license shall be granted to such person thereafter, nor to any person for use on the same premises, without the approval of the registrar. The hearing may be dispensed with if the registrar notifies the licensing board or officer that a licensee is not so complying. Any person aggrieved by any action of the licensing board or officer refusing to grant, or revoking a license for any cause may, within ten days after such action, appeal therefrom to any justice of the superior court in the county in which the premises sought to be occupied under the license or permit applied for are located. The justice shall, after such notice to the parties as he deems reasonable, give a summary hearing on such appeal, and shall have jurisdiction in equity to review all questions of fact or law and may affirm or reverse the decision of the board or officer and may make any appropriate decree. The decision of the justice shall be final.

HOURS OF OPERATION

| <u>SUNDAY</u> | <u>MONDAY</u> | <u>TUESDAY</u> | <u>WEDNESDAY</u> | <u>THURSDAY</u> | <u>FRIDAY</u> | <u>SATURDAY</u> |
|---------------|---------------|----------------|------------------|-----------------|---------------|-----------------|
| | | | | | | |
| | | | | | | |

N/A - Internet sales only.

**Town of Acton
472 Main Street
Acton, MA 01720**

SUPPLEMENTAL APPLICATION to Form 53
LICENSE TO SELL MOTOR VEHICLES ANNUAL FEE \$100.00

Date: March 15, 2015

Business Owner: Xi Zhang
First Middle Initial Last

Address: 99 Chestnut Hill Ave., Apt. 209
Boston, MA 02135 Telephone #: 617 794 3819
Town/City zip

Name of Business: GPAUP, Inc. Attach copy of Business Certificate

Business Location: 271 Great Road, St. 25, Acton Telephone # 617 794 3819

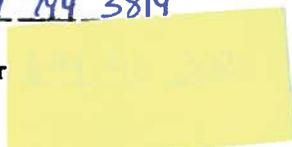
Corporation Name: (If applicable) GPAUP, Inc. Attach copy of
Articles of Incorporation

Address: 271 Great Road, St. 25, Acton, MA FID # 47-3306128
Town/City 01720

Manager Name: Xi Zhang
First Middle Initial Last

Address: 99 Chestnut Hill Ave., Apt. 209, Boston, MA 02135
Town/City zip

Home Telephone: 617 794 3819 Cell Phone: 617 794 3819

Date of Birth: 12 25 1992 Social Security number 
Month Day Year

Please answer the following:

Number of vehicles to be stored at any one time: 0 - Internet sales only

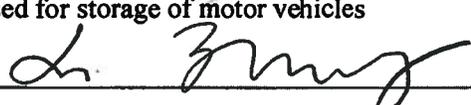
Purpose (s) of vehicles to be stored: 0

Origin of vehicles to be stored: 0

Do you plan to sell by auction in addition to retail? Yes No

Be sure that the following documents are attached:

1. Form 53 - Application for a License to Buy, Sell, Exchange or Assemble Second Hand Motor Vehicles
2. Business certificate (Issued by Town Clerk's Office) or Articles of Incorporation
3. Certificate of Compliance with State Laws, completed and signed
4. Workers' Compensation Insurance Affidavit, completed and signed
5. Plot plan of property to used for storage of motor vehicles

Applicant signature: 

Application - Class I & II Car Dealers
Dealer's License
Bin/Licenses

THE TOWN MANAGER'S OFFICE UPON RECEIPT WILL FORWARD ALL COPIES OF THE APPLICATIONS TO THE FOLLOWING DEPARTMENTS FOR THEIR REVIEW AND RECOMMENDATION.

The Police Chief - shall initiate a background check of the proposed manager and review the Application to determine if, in his opinion, any public safety hazard would exist by reason of the location or the hours of operation.

The Fire Chief or his designate, shall review and examine the proposed business location to Determine if, in their opinion, any public safety hazard would exist by reason of the location, and that the proposed premises meets all fire safety regulations.

Building Commissioner shall examine and review the proposed business location to determine if, in their opinion, any public safety hazard would exist by reason of the location, and that the proposed premises meets all building safety regulations and building codes. Also proposed signage for the business

The Zoning Enforcement Officer shall examine and review proposed business location to determine if it conforms to all zoning regulations and bylaws.

The Treasurer's Office shall examine their records to see that all taxes and fees due to the Town of Acton are current to date for both the applicant and owner of property to be used for proposed business.

Each of Departments shall make whatever recommendations it deems necessary to the Town Manager's office after review of such application, recommending such measures or restrictions on the issuance of any license as may be necessary to protect the public peace, health, safety or general welfare of the community.

TOWN OF ACTON APPLICATION FOR CLASS 1 AND 2 DEALER LICENSES

Class 1 and 2 Dealer Licenses are issued in conformity with the authority granted by General Laws, Chapter 140 and amendments thereto. All licenses expire December 31 of each year. The Town of Acton requires an advertised public hearing in the local newspaper at Applicants cost.

Town of Acton Application for Class 1 and 2 Dealer License

The Town Manager's office upon receipt will forward copies of all applications to the following departments for their review and recommendations.

Every question must be answered

Plan should indicate the total number of vehicles for display, customer and employee parking. Plan should show the number of available parking spaces used to park vehicles for sale, as well as for vehicles of the employees and customers.

Proof of \$25,000 Bond (Class II Only)

Every Class II license dealer must present to the Local Licensing Authority in which he is licensed proof of a \$25,000 Bond or acceptable alternative at the time of application for a New license. (See MG, C140, Section 58 (1-6) (Class II Only)

Every very Class II license Dealer must present the Local Licensing Authority in writing in which he is licensed proof of an agreement with a repair facility for Warranty Obligations See MG, C140 Section 58(8) and C90, Section 7n.25 (Class II Only)

Once the above documents are complete return them to the Town Manager's Office, copies will be distributed to the Town Departments for their review and comments. A hearing will be scheduled before the Board of Selectmen.

If you have any questions, please contact Lisa Tomy, Executive Assistant, Town Manager's Office at 978-929-6611

CERTIFICATE OF COMPLIANCE WITH STATE LAWS

Pursuant to M.G.L Chapter 62C, Sec 49A, and M.G.L. Ch. 151A, Section 19A, the Undersigned acting on behalf of the License Holder, certifies under the penalty of perjury that, to the best of the undersigned knowledge and belief, the License Holder is in Compliance with all laws of the Commonwealth of Massachusetts relating to taxes, Reporting of employees and contractors, and withholding and remitting child support*.

GPAUP, Inc.

** Signature of Individual or Corporate License Holder (Mandatory)

47-3306128

*** License Holder's Social Security Number/or Federal Identification Number

By:  Date: Mar-15-2015
Corporate Officer

(Mandatory, if applicable)

*The provision in the Attestation of relating to child support applies only when the License Holder is an individual.

** Approval of or a renewal of a license will not be granted unless this certification clause is signed by the applicant. For all corporations, a certified copy of the vote of the Board of Directors must be provided.

*** Your social security number will be furnished to the Massachusetts Department of Revenue to determine whether you have met tax filing or tax payment obligations. Providers who fail to correct their non-filing or delinquency will not have a license or other Agreement issued, renewed or extended. This request is made under the authority of Massachusetts General Laws, Chapter 62C, section 49A.

MASSACHUSETTS DEPARTMENT OF REVENUE
REVENUE ENFORCEMENT AND PROTECTION (REAP) ATTESTATION

I certify under the penalties of perjury that I, to my best knowledge and belief, have filed all state tax returns and paid all state taxes required under law.

GPAUP, Inc.

* Signature of individual or corporate name (mandatory)

Di Jimmy

By: Corporate officer (mandatory, if a corporation)

47-3306128

** Social Security Number (voluntary) or Federal Identification Number (mandatory, if a corporation)

- * This license will not be issued unless this certification clause is signed by the applicant.
- ** Your social security number will be furnished to the Massachusetts Department of Revenue to determine whether you have met tax filing or tax payment obligations. Licensees who fail to correct their non-filing or delinquency will be subject to license suspension or revocation. This request is made under the authority of Mass. G.L. c. 62C s. 49A.

PLEASE RETURN TO:

TOWN OF ACTON
OFFICE OF THE TOWN MANAGER
472 MAIN STREET
ACTON, MA 01720



The Commonwealth of Massachusetts
 Department of Industrial Accidents
 Office of Investigations
 1 Congress Street, Suite 100
 Boston, MA 02114-2017
 www.mass.gov/dia

Print Form

Workers' Compensation Insurance Affidavit: General Businesses

Applicant Information

Please Print Legibly

Business/Organization Name: GPAUP, Inc.

Address: 271 Great Road, Ste 25

City/State/Zip: Acton, MA Phone #: 617-794-3819

| | |
|---|--|
| <p>Are you an employer? Check the appropriate box:</p> <p>1. <input type="checkbox"/> I am an employer with _____ employees (full and/or part-time).*</p> <p>2. <input type="checkbox"/> I am a sole proprietor or partnership and have no employees working for me in any capacity. [No workers' comp. insurance required]</p> <p>3. <input checked="" type="checkbox"/> We are a corporation and its officers have exercised their right of exemption per c. 152, §1(4), and we have no employees. [No workers' comp. insurance required]**</p> <p>4. <input type="checkbox"/> We are a non-profit organization, staffed by volunteers, with no employees. [No workers' comp. insurance req.]</p> | <p>Business Type (required):</p> <p>5. <input type="checkbox"/> Retail</p> <p>6. <input type="checkbox"/> Restaurant/Bar/Eating Establishment</p> <p>7. <input type="checkbox"/> Office and/or Sales (incl. real estate, auto, etc.)</p> <p>8. <input type="checkbox"/> Non-profit</p> <p>9. <input type="checkbox"/> Entertainment</p> <p>10. <input type="checkbox"/> Manufacturing</p> <p>11. <input type="checkbox"/> Health Care</p> <p>12. <input checked="" type="checkbox"/> Other <u>Internet sales and brokerage</u></p> |
|---|--|

*Any applicant that checks box #1 must also fill out the section below showing their workers' compensation policy information.
 **If the corporate officers have exempted themselves, but the corporation has other employees, a workers' compensation policy is required and such an organization should check box #1

I am an employer that is providing workers' compensation insurance for my employees. Below is the policy information.

Insurance Company Name: _____

Insurer's Address: _____

City/State/Zip: _____

Policy # or Self-ins. Lic. # _____ Expiration Date: _____

Attach a copy of the workers' compensation policy declaration page (showing the policy number and expiration date).

Failure to secure coverage as required under Section 25A of MGL c. 152 can lead to the imposition of criminal penalties of a fine up to \$1,500.00 and/or one-year imprisonment, as well as civil penalties in the form of a STOP WORK ORDER and a fine of up to \$250.00 a day against the violator. Be advised that a copy of this statement may be forwarded to the Office of Investigations of the DIA for insurance coverage verification.

I do hereby certify, under the pains and penalties of perjury that the information provided above is true and correct.

Signature: [Signature] Date: Mar-15-2015

Phone #: 617-794-3819

Official use only. Do not write in this area, to be completed by city or town official.

City or Town: _____ Permit/License # _____

Issuing Authority (circle one):
 1. Board of Health 2. Building Department 3. City/Town Clerk 4. Licensing Board 5. Selectmen's Office
 6. Other _____

Contact Person: _____ Phone #: _____

ISSUED THROUGH

A. A. DORITY COMPANY

BOSTON

Bond No. 562471

Effective Date: 03/19/15

Massachusetts Used Car Dealer's Bond

KNOW ALL MEN BY THESE PRESENTS, That we,

GPAUP, Inc.

of Acton, MA, as Principal, and

NGM Insurance Company; P.O. Box 2300; Keene, NH 03431, authorized to do business in the Commonwealth of Massachusetts, as Surety, are held and firmly bound unto

Town of Acton, MA,

as Obligee, for the benefit of all natural persons who suffer a loss as defined by Chapter 140, Section 58 of the General Laws as amended by Chapter 422 of the Acts of 2002, by reason of purchase of a motor vehicle from the said Principal, in the sum of Twenty Five Thousand Dollars (\$25,000.00), for which payment, well and truly to be made, we bind ourselves, our heirs, executors and administrators, successors and assignees, jointly and severally, firmly by these presents.

WHEREAS the said Principal is a Dealer having an established place of business at

271 Great Rd. ; Acton

in the Commonwealth of Massachusetts, and is required to furnish a bond in accordance with Chapter 140, Section 58.

NOW, THEREFORE, the condition of this obligation is such that if the said Principal shall faithfully observe the provisions of Chapter 140, Section 58, then this obligation shall be void and of no effect; otherwise it shall remain in full force and virtue. The aggregate liability of the Surety shall in no event exceed the amount of this bond regardless of the number of claims against the bond or the number of years the bond remains in force.

The Foregoing Agreement is Subject to the Following Conditions and Limitations:

Section 1.Recovery against this bond may be made by any natural person who obtains a final judgment in court against the Dealer for an act or omission on which the bond is conditioned if the act or omission occurred during the term of the bond. No suit may be maintained to enforce any liability on the bond unless brought within one (1) year after the event giving rise to the cause of action.

Section 2.Notice of any suit under this bond must be made in writing to the Obligee (written acknowledgement of receipt of said notice by the Obligee is prima facie evidence of compliance with this requirement of notice)

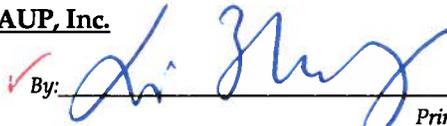
Section 3.The Surety may cancel said bond by giving thirty (30) days notice in writing by U.S. First Class mail to the Obligee and this bond shall be deemed cancelled.

Signed this day, 19 March 2015.

Witness



GPAUP, Inc.

By:  President
Principal

NGM Insurance Company

By:  Attorney-in-Fact

James M. Crawford
A.A. DORITY COMPANY, INC. (617) 523-2935
262 Washington Street; Boston, MA 02108



KNOW ALL MEN BY THESE PRESENTS: That NGM Insurance Company, a Florida corporation having its principal office in the City of Jacksonville, State of Florida, pursuant to Article IV, Section 2 of the By-Laws of said Company, to wit:

"Article IV, Section 2. The board of directors, the president, any vice president, secretary, or the treasurer shall have the power and authority to appoint attorneys-in-fact and to authorize them to execute on behalf of the company and affix the seal of the company thereto, bonds, recognizances, contracts of indemnity or writings obligatory in the nature of a bond, recognizance or conditional undertaking and to remove any such attorneys-in-fact at any time and revoke the power and authority given to them. "

does hereby make, constitute and appoint **Philip B Crawford, Richard W Crawford, James M Crawford, Katie E Ford, Jeffrey W Crawford**

its true and lawful Attorneys-in-fact, to make, execute, seal and deliver for and on its behalf, and as its act and deed, bonds, undertakings, recognizances, contracts of indemnity, or other writings obligatory in nature of a bond subject to the following limitation:

- 1. No one bond to exceed Five Million Dollars (\$5,000,000.00)

and to bind NGM Insurance Company thereby as fully and to the same extent as if such instruments were signed by the duly authorized officers of the NGM Insurance Company; the acts of said Attorney are hereby ratified and confirmed.

This power of attorney is signed and sealed by facsimile under and by the authority of the following resolution adopted by the Directors of NGM Insurance Company at a meeting duly called and held on the 2nd day of December 1977.

Voted: That the signature of any officer authorized by the By-Laws and the company seal may be affixed by facsimile to any power of attorney or special power of attorney or certification of either given for the execution of any bond, undertaking, recognizance or other written obligation in the nature thereof; such signature and seal, when so used being hereby adopted by the company as the original signature of such office and the original seal of the company, to be valid and binding upon the company with the same force and effect as though manually affixed.

IN WITNESS WHEREOF, NGM Insurance Company has caused these presents to be signed by its Vice President, General Counsel and Secretary and its corporate seal to be hereto affixed this 20th day of March, 2013.

NGM INSURANCE COMPANY By:

Bruce R Fox
Vice President, General
Counsel and Secretary



State of Florida,
County of Duval.

On this March 20th, 2013, before the subscriber a Notary Public of State of Florida in and for the County of Duval duly commissioned and qualified, came Bruce R Fox of the NGM Insurance Company, to me personally known to be the officer described herein, and who executed the preceding instrument, and he acknowledged the execution of same, and being by me fully sworn, deposed and said that he is an officer of said Company, aforesaid: that the seal affixed to the preceding instrument is the corporate seal of said Company, and the said corporate seal and her signature as officer were duly affixed and subscribed to the said instrument by the authority and direction of the said Company; that Article IV, Section 2 of the By-Laws of said Company is now in force.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal at Jacksonville, Florida this 20th day of March, 2013.



I, Brian J Beggs, Vice President of the NGM Insurance Company, do hereby certify that the above and foregoing is a true and correct copy of a Power of Attorney executed by said Company which is still in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Company at Jacksonville, Florida this

19th day of March, 2015.

WARNING: Any unauthorized reproduction or alteration of this document is prohibited.
TO CONFIRM VALIDITY of the attached bond please call 1-800-225-5646.
TO SUBMIT A CLAIM: Send all correspondence to 55 West Street, Keene, NH 03431 Attn: Bond Claims.



State of Delaware
Secretary of State
Division of Corporations
Delivered 12:06 PM 02/23/2015
FILED 12:06 PM 02/23/2015
SRV 150240480 - 5697576 FILE

- 1 -

CERTIFICATE OF INCORPORATION

OF

GPAUP, INC.

FIRST. The name of the corporation is GPAUP, Inc. (the "Corporation").

SECOND. The address of the registered office of the Corporation in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, New Castle County, Delaware 19801. The name of its registered agent at such address is The Corporation Trust Company.

THIRD. The nature of the business or purposes to be conducted or promoted by the Corporation is to engage in any lawful act or activity for which corporations may be organized under the General Corporation Law of the State of Delaware.

FOURTH. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is five million five hundred thousand (5,500,000) shares, consisting of four million (4,000,000) shares of Common Stock with a par value of \$.001 per share (the "Common Stock") and one million five hundred thousand (1,500,000) shares of Preferred Stock with a par value of \$.001 per share (the "Preferred Stock").

A description of the respective classes of stock and a statement of the designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and the qualifications, limitations and restrictions of the Preferred Stock and Common Stock are as follows:

A. PREFERRED STOCK

The Preferred Stock may be issued in one or more series at such time or times and for such consideration or considerations as the Corporation's Board of Directors may determine. Each series of Preferred Stock shall be so designated as to distinguish the shares thereof from the shares of all other series and classes. Except as otherwise provided in this Certificate of

Incorporation, different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes.

The Board of Directors is expressly authorized to provide for the issuance of all or any shares of the Preferred Stock in one or more series, each with such designations, preferences, voting powers (or no voting powers), relative, participating, optional or other special rights and privileges and such qualifications, limitations or restrictions thereof as shall be stated in the resolution or resolutions adopted by the Board of Directors to create such series, and a certificate of said resolution or resolutions shall be filed in accordance with the General Corporation Law of the State of Delaware. The authority of the Board of Directors with respect to each such series shall include, without limitation of the foregoing, the right to provide that the shares of each such series may: (i) have such distinctive designation and consist of such number of shares; (ii) be subject to redemption at such time or times and at such price or prices; (iii) be entitled to the benefit of a retirement or sinking fund for the redemption of such series on such terms and in such amounts; (iv) be entitled to receive dividends (which may be cumulative or non-cumulative) at such rates, on such conditions, and at such times, and payable in preference to, or in such relation to, the dividends payable on any other class or classes or any other series of stock; (v) be entitled to such rights upon the voluntary or involuntary liquidation, dissolution or winding up of the affairs, or upon any distribution of the assets of the Corporation in preference to, or in such relation to, any other class or classes or any other series of stock; (vi) be convertible into, or exchangeable for, shares of any other class or classes or any other series of stock at such price or prices or at such rates of exchange and with such adjustments, if any; (vii) be entitled to the benefit of such conditions, limitations or restrictions, if any, on the creation of indebtedness, the issuance of additional shares of such series or shares of any other series of Preferred Stock, the amendment of this Certification of Incorporation or the Corporation's By-Laws, the payment of dividends or the making of other distributions on, or the purchase, redemption or other acquisition by the Corporation of, any other class or classes or series of stock, or any other corporate action; or (viii) be entitled to such other preferences,

powers, qualifications, rights and privileges, all as the Board of Directors may deem advisable and as are not inconsistent with law and the provisions of this Certificate of Incorporation.

B. COMMON STOCK

1. **Relative Rights of Preferred Stock and Common Stock.** All preferences, voting powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Common Stock are expressly made subject and subordinate to those that may be fixed with respect to any shares of the Preferred Stock.

2. **Voting Common Stock and Non-Voting Common Stock.** The Common Stock shall consist of two million (2,000,000) shares of Voting Common Stock (the "Voting Common Stock") and two million (2,000,000) shares of Non-Voting Common Stock (the "Non-Voting Common Stock"). All preferences, powers, relative, participating, optional or other special rights and privileges, and qualifications, limitations, or restrictions of the Voting Common and Non-Voting Common Stock shall be identical; provided, that the Voting Common Stock shall have the voting rights described in Article FOURTH, Section B.3 hereof, and the Non-Voting Common Stock shall have no voting rights.

3. **Voting Rights.** The Voting Common Stock shall have the voting rights described in this Article FOURTH, Section B.3., and the Non-Voting Common Stock shall have no voting rights. Any reference herein to the voting rights of the "Common Stock" or the "Common Stockholders" shall mean those of the Voting Common Stock or the Stockholders holding Voting Common Stock. Except as otherwise required by law or this Certificate of Incorporation, each holder of Voting Common Stock shall have one vote in respect of each share of Voting Common Stock held by him of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of stockholders of the Corporation.

Notwithstanding the provisions of Section 242(b)(2) of the General Corporation Law of the State of Delaware, the Common Stockholders shall vote together with the Preferred Stockholders as a single class with respect to any proposed amendment hereto that would increase the number of shares authorized of Common Stock with each such share being entitled to such number of votes

per share as is provided in this Article FOURTH, and the Common Stockholders shall not be entitled to a separate class vote with respect thereto.

4. **Dividends.** Subject to the preferential rights of the Preferred Stock, if any, the holders of shares of Common Stock shall be entitled to receive, when and if declared by the Board of Directors, out of the assets of the Corporation which are by law available therefor, dividends payable either in cash, in property or in shares of capital stock.

5. **Dissolution, Liquidation or Winding Up.** In the event of any dissolution, liquidation or winding up of the affairs of the Corporation, after distribution in full of the preferential amounts, if any, to be distributed to the holders of shares of the Preferred Stock, holders of Common Stock shall be entitled, unless otherwise provided by law or this Certificate of Incorporation, to receive all of the remaining assets of the Corporation of whatever kind available for distribution to stockholders ratably in proportion to the number of shares of Common Stock held by them respectively.]

FIFTH. The Corporation is to have perpetual existence.

SIXTH. In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware:

A. The Board of Directors of the Corporation is expressly authorized to adopt, amend or repeal the By-Laws of the Corporation.

B. Elections of directors need not be by written ballot unless the By-Laws of the Corporation shall so provide.

C. The books of the Corporation may be kept at such place within or without the State of Delaware as the By-Laws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

SEVENTH. The Corporation eliminates the personal liability of each member of its Board of Directors to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided, however, that, to the extent provided by applicable law, the foregoing shall not eliminate the liability of a director (i) for any breach of such director's

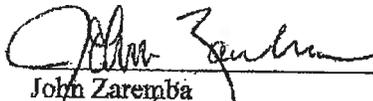
duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of Title 8 of the Delaware Code or (iv) for any transaction from which such director derived an improper personal benefit. No amendment to or repeal of this provision shall apply to or have any effect on the liability or alleged liability of any director for or with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

EIGHTH. The Corporation reserves the right to amend or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon a stockholder herein are granted subject to this reservation.

NINTH. The name and mailing address of the sole incorporator is as follows:

| <u>Name</u> | <u>Mailing Address</u> |
|--------------|----------------------------------|
| John Zaremba | P.O. Box 2554 Acton, MA 01720 |

I, **THE UNDERSIGNED**, being the sole incorporator hereinabove named, for the purpose of forming a corporation pursuant to the General Corporation Law of the State of Delaware, do make this certificate, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19th day of February, 2015.



John Zaremba
Incorporator

**F
FPC**

The Commonwealth of Massachusetts

William Francis Galvin
Secretary of the Commonwealth
One Ashburton Place, Boston, Massachusetts 02108-1512

FORM MUST BE TYPED

Foreign Corporation

FORM MUST BE TYPED

Certificate of Registration

(General Laws, Chapter 156D, Section 15.03; 950 CMR 113.48)

- (1) Exact name of the corporation, including any words or abbreviations indicating incorporation:

GPAUP, Inc.

- (2) Name under which the corporation will transact business in the commonwealth that satisfies the requirements of G.L. Chapter 156D, Section 15.06:

GPAUP, Inc.

If applicable, please attach:

- an agreement to refrain from use of the unavailable name in the commonwealth; and
- a copy of the doing business certificate filed in the city or town where it maintains its registered office; and
- a copy of the resolution of the corporation's board of directors, certified by its secretary, the name under which the corporation will transact business in the commonwealth pursuant to 950 CMR 113.50(4).

- (3) Jurisdiction of incorporation: Delaware

Date of incorporation: February 23, 2015 Duration if not perpetual: _____
(month, day, year)

- (4) Street address of principal office: 271 Great Road, Suite 25, Acton, MA 01720
(number, street, city or town, state, zip code)

- (5) Street address of registered office in the commonwealth: 271 Great Road, Suite 25, Acton, MA 01720
(number, street, city or town, state, zip code)

Name of registered agent in the commonwealth at the above address: Xi Zhang

I, Xi Zhang
registered agent of the above corporation consent to my appointment as registered agent pursuant to G. L. Chapter 156D, Section 5.02.*

* Or attach registered agent's consent hereto.

(6) Fiscal year end: December 31
(month, day)

(7) Brief description of the corporation's activities to be conducted in the commonwealth:
broker and dealer of pre-owned vehicles

(8) Names and business addresses of its current officers and directors:

| | NAME | BUSINESS ADDRESS |
|----------------------|--------------------------|---|
| President: | Xi Zhang | 271 Great Road, Suite 25, Acton, MA 01720 |
| Vice-president: | N/A | |
| Treasurer: | Jingjing Zhang | 271 Great Road, Suite 25, Acton, MA 01720 |
| Secretary: | Jingjing Zhang | 271 Great Road, Suite 25, Acton, MA 01720 |
| Assistant secretary: | N/A | |
| Director(s): | Xi Zhang, Jingjing Zhang | 271 Great Road, Suite 25, Acton, MA 01720 |

Attach certificate of legal existence or a certificate of good standing issued by an officer or agency properly authorized in the jurisdiction of organization. If the certificate is in a foreign language, a translation thereof under oath of the translator shall be attached.

This certificate is effective at the time and on the date approved by the Division, unless a later effective date not more than 90 days from the date of filing is specified: N/A

Signed by: Dr. Zhang
(signature of authorized individual)

- Chairman of the board of directors,
- President,
- Other officer,
- Court-appointed fiduciary,

on this 15 day of March, 2015

Delaware

PAGE 1

The First State

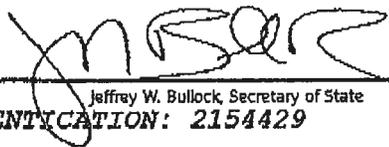
I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "GPAUP, INC." IS DULY INCORPORATED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL CORPORATE EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTY-SIXTH DAY OF FEBRUARY, A.D. 2015.



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150275353

You may verify this certificate online
at corp.delaware.gov/authver.shtml


Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 2154429

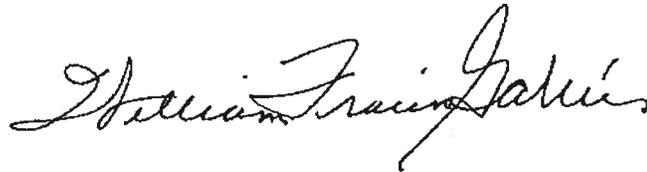
DATE: 02-26-15

THE COMMONWEALTH OF MASSACHUSETTS

I hereby certify that, upon examination of this document, duly submitted to me, it appears that the provisions of the General Laws relative to corporations have been complied with, and I hereby approve said articles; and the filing fee having been paid, said articles are

deemed to have been filed with me on:

March 18, 2015 05:30 PM

A handwritten signature in cursive script that reads "William Francis Galvin". The signature is written in black ink and is centered on the page.

WILLIAM FRANCIS GALVIN

Secretary of the Commonwealth