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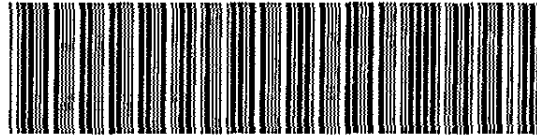
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
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Kest.

Law Offices of
ROLFE & LOBELLO, P.A.
Attorneys and Counsellors at Law

720 BLACKSTONE BUILDING
JACKSONVILLE, FLORIDA 40546

PLEASE REPLY TO
MAILING ADDRESS:

P.O. Box 40546
JACKSONVILLE, FLORIDA 32203-0546

TELEPHONE (904) 358-1666

FAX NO. (904) 356-0516

WEB SITE: WWW.ROLFELAW.COM

LAWRENCE C. ROLFE
THOMAS LOBELLO, III
LISA DI SALLE
AMANDA ROLFE TISE
MARK J. HORNE

February 13, 2004

Secretary of State
State of Florida
Division of Corporation
Post Office Box 6327
Tallahassee, Florida 32314

Re: Jacksonville Automobile Dealers Association, Inc.

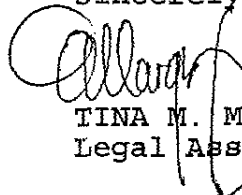
Dear Sir or Madam:

Enclosed please find Amended Articles of Incorporation of Jacksonville Automobile Dealers Association, Inc. Please file the original of these Amended Articles and return a certified copy to this office.

I have also enclosed our firm's check in the amount of \$43.75 representing payment of the filing fee and the charge for the certified copy.

Your attention to this matter is appreciated.

Sincerely,


TINA M. MARQUEZ
Legal Assistant

Enclosures

AMENDED ARTICLES OF INCORPORATION **FILED**
ADOPTED 12/4/03 04 FEB 17 AM 11:41
OF
JACKSONVILLE AUTOMOBILE DEALERS ASSOCIATION, INC. OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is JACKSONVILLE AUTOMOBILE DEALERS
ASSOCIATION, INC.

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the corporation is 4811 Beach Boulevard,
Jacksonville, Florida 32207. The mailing address of the corporation is P.O. Box 8055,
Fleming Island, Florida 32006.

ARTICLE III
PURPOSE

The general nature of the corporation shall be the promotion of social interest
among its members; and to foster, promote and encourage the introduction and use of the
automobiles and auto vehicles of every character and description in the City of
Jacksonville, State of Florida, and elsewhere; and to establish, conduct and operate means
and places of collecting and disseminating information as to the adaptability,
construction, use and care of automobiles and auto vehicles, and their accessories, parts
and equipment; and to establish, conduct and manage exhibitions, shows, displays, tests,
races, trials and demonstrations, in such form and manner as may seem expedient of
automobiles and auto vehicles, including their accessories, parts and equipment; and to
promote and encourage in all lawful ways, the adoption and enforcement of laws and
regulations provided for and securing safety, convenience and comfort in the use,

maintenance and operation of automobiles and auto vehicles; and to collect and keep on hand for reference and distribution among its members and others, information, data and statistics regarding approved methods of road building and road maintenance, and of laws regulating the use of public roads and highways; to afford opportunity to members of associations and interchanging views with each other, and of taking of such concerted action as may be desirable looking toward the betterment of trade conditions generally in the automobile business in and around Northeast Florida; to own, control, manage, lease, improve, enjoy, deal in and distribute all real or personal property which may be required or convenient to carry on any of the purposes of this corporation; to make, enter into, carry out and enforce any Contract, Agreement or Transaction which it may find convenient to enter into or carry out or enforce, pursuant to any of its general purposes; to borrow money, and to secure the repayment of the same by mortgage upon its real or personal property, or otherwise; and to do, perform and engage in such other things, business and transactions as may be incidental thereto, or that may facilitate the business and general purposes of this corporation.

This corporation shall have all of the rights, powers and privileges permitted by the laws of the State of Florida to corporations not for profit, including the collection of monies, fees, dues, rents, sales and otherwise such as may be prescribed in the By-Laws, to the end of promoting social intercourse, and the betterment of the automobile industry as aforesaid, and not for profit or dividends, and to such and solely the acquiring, holding, leasing, mortgaging, selling, transferring and conveying of property real and personal.

ARTICLE IV **MEMBERS**

Membership shall be limited to persons, firms or corporations franchised by a manufacturer or distributor to deal in new motor vehicles and hold a Florida Motor Vehicle Dealer license for a location within the area of Clay, Duval, Nassau or St. Johns Counties in Florida. For the purpose of membership, each licensed dealership shall require a separate membership except that a motor vehicle dealer license holder for separate franchises physically located at a single address shall be considered as a single member but shall pay dues and assessments according to the total new motor vehicle sales volume of all franchises located at the address. Further, except that should the motor vehicle dealer license authorize operations at multiple locations recognized by the franchising manufacturer, only one membership shall be required in which case the total new vehicle volume of the entire operation shall be the basis for assessments or dues.

Associate Members. The organization shall allow Associate Members, such as finance companies, banks, radio and television stations and other businesses directly associated with the automotive industry. Such Associate Members shall be approved by the Board of Directors. The Board of Directors shall determine the dues structure and privileges of Associate Members. Otherwise, Associate Members shall not have full membership rights as regular membership.

Group Ownership Members. A dealer or group of dealers operating under common ownership or control as a result of consolidation of ownership, mergers, acquisitions and the like shall be restricted in the number of members in the organization. The Board of Directors shall, from time-to time, place restrictions on the number of membership from a dealer or group of dealers in regards to appointment of representatives to the organization.

Membership in the Association is not a matter of right to those persons, firms or corporations qualified for membership, but shall rest solely with the discretion of the members. Additional members shall be elected by ballot by the members, in such manner, as the By-Laws shall prescribe. Members may be suspended and/or expelled by a vote of the membership, after notice given, as shall be prescribed by the By-Laws except that no member shall be expelled from the corporation for reasons growing out of quality, design or other characteristics of automobiles or other products which he may handle or by reason of any act or thing done by the manufacturer of the line of automobiles or other product for which such a member is a dealer. No member shall have a vested right to membership and the action of the members in terminating or expelling a member shall be in the sole discretion of the members and there shall be no appeal from such action.

Membership in the corporation shall not be transferable except as prescribed in the By-Laws. Upon the failure of qualifications for membership of any member, such membership shall immediately terminate, and all of the interest in the property and the assets of the corporation shall immediately cease, except that the membership shall have the authority to transfer or reinstate a member together with the rights of membership in the corporation, in such cases and upon the terms and conditions as may be provided in the By-Laws.

ARTICLE V **OFFICERS AND DIRECTORS**

The officers of the corporation shall be a President, Vice President, Secretary and Treasurer. The corporation shall be governed by the Board of Directors. The officers of the corporation shall be members of the Board of Directors, including the immediate

Past-President. In addition, there shall not be less than three (3) nor more than seven (7) directors of the Association.

ARTICLE VI **ELECTION OF OFFICERS AND DIRECTORS**

The officers and directors shall serve for a period of one (1) year and shall be elected from the membership representatives designated by the active members of the Association. The By-Laws shall set forth the time of election and the manner by which it shall be conducted. In addition, the corporation, through its Board of Directors, may from time-to-time set forth the day-to-day operation of the corporation.

ARTICLE VII **MEMBERSHIP REPRESENTATIVES**

Annually or as often as deemed advisable, Each member shall designate in writing to the Secretary or Executive Director of this Corporation from among its officers, owners or executive personnel, two (2) persons to represent such member at the membership meetings of the Association. Such designation shall provide for a membership representative and for an alternate. Such persons shall represent such member at the membership meetings of the Association, provided, however, that each member shall have only one (1) vote at such meeting and that when the person designated as membership representative is present such person shall cast the member's vote at the membership meetings. In the absence of the membership representative, the alternate shall cast the member's vote at the membership meeting.

ARTICLE VIII **BY-LAWS**

The By-Laws of the Association shall be adopted by a majority vote of the membership at a meeting duly and regularly held or at a special meeting called for the

purpose of amending the Articles of Incorporation or By-Laws upon the giving of at least seven (7) days prior notice, together with the proposed amendment. The By-Laws shall set forth the rules and regulations for voting on amendments as well as other matters of the corporation. The By-Laws shall provide that the Board of Directors shall set forth the number of members present at a meeting that will constitute a quorum.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to these Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to the membership for their vote. Amendments may be adopted by a majority vote of members of the corporation present at a meeting called for such purpose.

ARTICLE X
DISSOLUTION

Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the corporation shall be distributed to a not-for-profit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)3 of the Internal Revenue Code or corresponding provision of any subsequent federal tax laws.

IN WITNESS WHEREOF, the undersigned officers have executed these amended and restated Articles of Incorporation of JACKSONVILLE AUTOMOBILE DEALERS ASSOCIATION, INC., which, upon the approval of the membership and the

filing thereof in the office of the Secretary of State, State of Florida, shall be the amended and restated Articles of Incorporation.

JACKSONVILLE AUTOMOBILE
DEALERS ASSOCIATION, INC.

By: David Hodges, Jr.
DAVID HODGES, JR.
Its: President

ATTEST: Bill Lynch
BILL LYNCH
Its: Treasurer

STATE OF FLORIDA
COUNTY OF DUVAL

Deane The foregoing instrument was acknowledged before me this 24th day of September, 2003 by David Hodges, Jr. and Bill Lynch, President and Treasurer, respectively, of Jacksonville Automobile Dealers Association, Inc. They are personally known to me and did not take an oath.

[Signature]
NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE
My Commission Expires:

tmr\my docs\corporate\jax auto articles2



Lawrence C. Rolfe
MY COMMISSION # DD252676 EXPIRES
November 11, 2007
BONDED THRU TROY FAIR INSURANCE, INC.



Lawrence C. Rolfe
MY COMMISSION # DD252676 EXPIRES
November 11, 2007
BONDED THRU TROY FAIR INSURANCE, INC.