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TALLAHASSEE, FLORIDA

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COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: JACKSONVILLE AUTOMOBILE DEALERS ASSOCIATION, INC.

DOCUMENT NUMBER: 752137

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LINDA WESTER, EXECUTIVE DIRECTOR
(Name of Contact Person)

JACKSONVILLE AUTOMOBILE DEALERS ASSOCIATION, INC.
(Firm/ Company)

P.O. Box 8055
(Address)

FLEMING ISLAND, FL 32006-8055
(City/ State and Zip Code)

linda@jadaonline.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LINDA WESTER at (904) 215-9854
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

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Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FILED

SECOND AMENDED ARTICLES OF INCORPORATION
ADOPTED 12/28/2010 by the members
OF
JACKSONVILLE AUTOMOBILE DEALERS ASSOCIATION, INC.

2011 JAN 20 AM 11:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I
NAME

The name of the corporation is JACKSONVILLE AUTOMOBILE DEALERS ASSOCIATION, INC. (hereinafter referred to as "JADA").

ARTICLE II
PRINCIPAL OFFICE

The principal place of business of the JADA is 7791 Belfort Parkway, Jacksonville, Florida 32256. The mailing address of the JADA is P.O. Box 8055, Fleming Island, Florida 32006.

ARTICLE III
PURPOSE

The general nature of the JADA shall be the promotion of social interest among its members; 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; 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; 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; 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.

The JADA shall have all of the rights, powers and privileges permitted by the laws of the State of Florida to not for profit corporations, 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**

Members. Full membership shall be limited to persons, firms or corporations franchised by a manufacturer or distributor that deal in new motor vehicles and hold a Florida Motor Vehicle Dealer license for a location within counties of Clay, Duval,

Nassau or St. Johns in Florida. The Board of Directors of the JADA shall set the qualifications for membership and membership dues and membership requirements from time-to-time and establish By-Laws for that purpose.

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

Sustaining Members. Any member of the JADA that becomes ineligible for membership due solely to the relinquishment or loss of one or more new-vehicle franchises, but continues to operate as used-vehicle dealerships and meets all other eligibility criteria for membership, may elect to continue its association with the JADA as a Sustaining Member. The Board of Directors shall determine the dues structure and privileges of Sustaining Members. A Sustaining Member shall not regain full membership rights, unless and until such a time as the Sustaining Member has provided proof to the Secretary that it once again meets all criteria for 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 JADA. The Board of Directors shall, from time-to-time, place restrictions on the number of memberships from a dealer or group of dealers in regards to appointment of representatives to the JADA.

Membership in the JADA is not a matter of right to those persons, firms or corporations qualified for membership, but shall rest solely with the discretion of the board of directors. Upon application by a prospective member, the board of directors shall decide by majority vote at the next regularly scheduled or special meeting of the board of directors at which a quorum exists (as defined in the By-Laws), whether it is desirable for such prospective member to become a candidate for membership in the JADA. Members may be suspended and/or expelled by a vote of the board of directors, after notice given, as shall be prescribed by the By-Laws except that no member shall be expelled from the JADA 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 products 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 board of directors and there shall be no appeal from such action.

Membership in the JADA 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 JADA shall immediately cease, except that the board of directors shall have the authority to transfer or reinstate a member together with the rights of membership in the JADA, 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 JADA shall be a President, Vice President, Secretary and Treasurer. The JADA shall be governed by the Board of Directors. The officers of the JADA 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 JADA.

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 JADA. The By-Laws shall set forth the time of election and the manner by which the election shall be conducted. In addition, the JADA, through its Board of Directors, may from time-to-time set forth the day-to-day operations of the JADA.

Except as limited herein, by majority vote at a regular or special meeting (at which a quorum of the board of directors votes, as defined in the By-Laws), the board of directors may appoint an interim member of the board of directors from the general membership, to serve until the next regularly scheduled election of the board of directors. By no means shall an interim member of the board of directors be elected as an Officer, and at no time may the board of directors exceed seven (7) non-Officer directors or a total of twelve (12) directors.

ARTICLE VII
MEMBERSHIP REPRESENTATIVES

Annually or as often as deemed advisable, each member shall designate in writing from among its officers, owners or executive personnel, two (2) persons to represent such

member at the membership meetings of the JADA. Such designation shall provide for a membership representative and for an alternate. Such persons so designated shall represent such member at the membership meetings, e-meetings, e-mail votes, and/or such other meetings which may occur from time to time in the JADA. Such designation shall apply equally whether the meeting or voting occurs in person at a meeting and/or is conducted via the internet, through such means as e-meetings, e-votes and/or e-mail. Each member shall have only one (1) vote at such meeting and that when the person designated as a 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 or amended only upon a majority vote of a quorum of members at a meeting duly and regularly held or at a special meeting called for the purpose of adopting or amending the By-Laws. For the purposes of adopting or amending the By-Laws only, a quorum of members shall mean at least fifteen (15) members, including directors. A vote on adopting or amending the By-Laws at a special meeting shall only be effective if such meeting was held upon the giving of at least seven (7) days prior notice, such notice to include the text of the proposed By-Laws or amendment(s) thereto. This meeting may be conducted in person or via the internet, through such means as e-meetings, e-votes and/or e-mails. All votes may be cast either by in person votes and/or by internet on or before the date and time set for the meeting. A physical in person meeting is not required.

ARTICLE IX
AMENDMENTS TO ARTICLES OF INCORPORATION

Amendments to the JADA's Articles of Incorporation may be proposed by resolution adopted by the Board of Directors and presented to the membership for their vote. Once proposed, amendments to the *Articles of Incorporation* may be adopted only upon a majority vote of a quorum of members at a meeting duly and regularly held or at a special meeting called for the purpose of adopting or amending the Articles of Incorporation. For the purposes of adopting amendments to the Articles of Incorporation only, a quorum of members shall mean at least fifteen (15) members, including directors. A vote on adopting amendments to the Articles of Incorporation at a special meeting shall only be effective if such meeting was held upon the giving of at least seven (7) days prior notice, such notice to include the text of the proposed amendment(s). The vote to amend the Articles of Incorporation may take in person or via the internet, through such means as e-meetings, e-votes and/or e-mails. All votes may be cast either by in person votes and/or by internet on or before the date and time set for the meeting. A physical in person meeting is not required.

ARTICLE X
DISSOLUTION

Upon the dissolution or winding up of the JADA, 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 Second Amended 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 of the JADA.

JACKSONVILLE AUTOMOBILE
DEALERS ASSOCIATION, INC.

By: *Nathan Potratz*
NATHAN POTRATZ
Its: President

ATTEST: *Bill Buckingham*
BILL BUCKINGHAM
Its: Treasurer

STATE OF FLORIDA
COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 28 day of Dec, 2010 by Nathan Potratz and Bill Buckingham, President and Treasurer, respectively, of Jacksonville Automobile Dealers Association, Inc. They are personally known to me and did not take an oath.

Charlotte A. Smith
NOTARY PUBLIC
STATE OF FLORIDA, AT LARGE
My Commission Expires:

