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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Life's A Journey. We Help You Drive.

August 3, 2005

VIA DHL

Florida Secretary of State  
409 East Gaines Street  
Tallahassee, Florida 32399

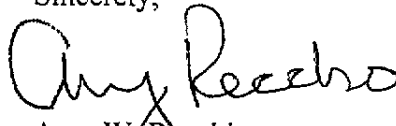
Re: Morgan Kuhn Automotive Group Helping Hand Fund, Inc.

Ladies and Gentlemen::

Enclosed for filing with the Florida Secretary of State are the Articles of Incorporation the above-referenced entity, together with our check in the amount of \$70.00 for the filing fee.

Please return a filed copy of the Articles to me in the enclosed self-addressed, stamped envelope.

Sincerely,



Amy W. Recchio  
Assistant to Jason Kuhn

**ARTICLES OF INCORPORATION  
OF  
KUHN MORGAN AUTOMOTIVE GROUP HELPING HAND FUND, INC.**

The undersigned, for the purpose of forming a nonprofit corporation under the Florida Not For Profit Corporation Act, Florida Statutes Chapter 617, does hereby make and adopt the following Articles of Incorporation:

**ARTICLE I – NAME**

The name of the Corporation is as follows: **Kuhn Morgan Automotive Group Helping Hand Fund, Inc.**

**ARTICLE II – ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation are:

3900 West Kennedy Boulevard  
Tampa, FL 33609

**ARTICLE III – INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial Registered Office of the Corporation is 3900 West Kennedy Boulevard, Tampa, FL 33609, and the name of its initial Registered Agent at that address is Jason M. Kuhn.

**ARTICLE IV – NO MEMBERS**

The Corporation shall not have Members and shall not issue membership certificates. The Corporation shall not issue shares of stock.

**ARTICLE V – NOT FOR PROFIT**

The Corporation is a not for profit corporation under Chapter 617, Florida Statutes. The Corporation is not formed for pecuniary profit. No part of the income or assets of the Corporation is distributable to or for the benefit of its Directors or Officers, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the United States Internal Revenue Code of 1986 (CONFIRM CODE). If the Corporation ever has members, no member shall have any vested right, interest or privilege in or to the assets, income or property of the Corporation no part of the assets, income or property of the Corporation shall be distributable to or for the benefit of its members, except to the extent permissible under these Articles, under law and under Section 501(c)(3) of the Code.

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## **ARTICLE VI – DURATION**

The duration of the Corporation is perpetual.

## **ARTICLE VII – PURPOSES**

The Corporation is organized, and shall be operated exclusively for charitable, scientific and educational purposes and will engage in activities that benefit the public, including but not limited to sponsoring, organizing, administering, enhancing, and operating an emergency fund that will provide grants, loans and other financial assistance to current, future and retired employees of Kuhn Morgan Automotive Group and their families who experience severe financial need due to economic loss caused by a federal, state or local disaster or who have insufficient income to maintain a minimum standard of living for themselves and their families for reasons beyond their control.

## **ARTICLE VIII – POWERS**

Solely for the foregoing Purposes, the Corporation shall have the following powers:

- A. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including but not limited to those set forth in Florida Statutes 617 and the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manager, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property.
- B. To engage in and transact any other lawful activity, solely in furtherance of the foregoing Purposes, for which nonprofit corporations may be incorporated under the Florida Non for Profit Corporation Act, and any successor or amendment to said Act.
- C. To do such other things as are incidental to the powers of the Corporation or necessary or desirable in order to accomplish the Purposes of the Corporation.

## **ARTICLE IX – LIMITATION**

No part of the net earnings of the Corporation shall inure directly or indirectly to the benefit of or be distributable to its members (if the Corporation ever has any), Directors or Officers, but the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the Purposes set forth in Article VII (Purposes) hereof.

## **ARTICLE X – TAX EXEMPT STATUS**

It is intended that the Corporation shall have and continue to have the status of a corporation this is exempt from federal income taxation under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. These Articles shall be construed accordingly, and all powers and activities of the Corporation shall be limited accordingly, The Corporation shall not carry on propaganda or otherwise attempt to influence legislation to such extent as would result in the loss of exemption under Section 501(c) (3) of the Code. All references in these Articles to sections of the Internal Revenue Code or Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any similar law subsequently enacted.

## **ARTICLE XI – DISSOLUTION**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute all of the assets of the Corporation exclusively for charitable, scientific or education purposes in such manner and to such qualified organization or organizations as the Board of Directors shall determine. Any of such assets not so distributed shall be distributed in accordance with the direction of any court having jurisdiction in the county in which the principal office of the Corporation is then located, exclusively for the aforesaid purposes of the Corporation or to such qualified purposes of this Article, an organization is a "qualified organization" only if, at the time of receiving such assets, it is operated exclusively for the purposes described in Section 70©(1) or 170©(2)(B) of the Internal Revenue Code of 1986 and is described in Section 509(a)(1), (2) or (3) of said Code.

## **ARTICLE XII – BOARD OF DIRECTORS**

There shall be at all times a Board of Directors consisting of at least three (3) individuals. The number of Directors may be increased or decreased from time to time in the manner specified in the Bylaws of the Corporation, but the Corporation may never have fewer than three (3) Directors. The initial Directors are elected by the Incorporator. Thereafter, each Director shall be elected by majority vote of the Board of Directors in the manner and at the times set forth in the Bylaws. Any Director may be removed by the affirmative vote of at least two-thirds (2/3) of the Board of Directors.

## **ARTICLE XIII – OFFICERS**

The Officers of the Corporation may consist of a President, one or more Vice Presidents, a Secretary, a Treasurer, and such other Officers and Assistant Officers as may be provided for in the Bylaws or by resolution of the Board of Directors. Each Officer shall be elected by majority vote of the Board of Directors (and may be removed

by majority vote of the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws or by law.

#### **ARTICLE XIV – INCORPORATOR**

The name and street address of the Incorporator are as follows:

Jason M. Kuhn  
3900 West Kennedy Boulevard  
Tampa, FL 33609

#### **ARTICLES XV – BYLAWS**

The Bylaws of the Corporation are to be made and adopted by the Board of Directors, and may be altered, amended or rescinded by the Board of Directors.

#### **ARTICLE XVI – AMENDMENT**

The Corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them.

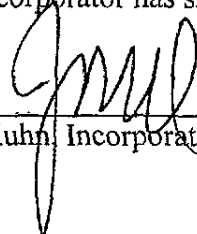
#### **ARTICLE XVII – INDEMNIFICATION AND CIVIL LIABILITY IMMUNITY**

The Corporation shall indemnify each Director and Officer, including former Directors and Officers, to the fullest extent allowed by law, including but not limited to Florida Statutes Chapter 617. It is intended that the Corporation be an organization the Officers and Directors of which are immune from civil liability to the extent provided under Florida Statutes Chapter 617 and other similar laws.

#### **ARTICLE XVIII – COMMENCEMENT OF CORPORATE EXISTENCE**

Corporate existence shall commence upon the filing of these Articles of Incorporation with the Florida Department of State.

**IN WITNESS WHEREOF**, the undersigned Incorporator has signed these Articles of Incorporation on August 2, 2005.

  
\_\_\_\_\_  
Jason M. Kuhn, Incorporator

**CERTIFICATION OF DESIGNATION AND ACCEPTANCE  
BY REGISTERED AGENT**

FILED

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Pursuant to the provision of Florida Statutes Chapter 617, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the Corporation in the State of Florida:

1. The name of the Corporation is: Kuhn Morgan Automotive Group Helping Hand Fund, Inc.
2. The name and address of the registered agent and registered office are:

Jason M. Kuhn  
3900 West Kennedy Boulevard  
Tampa, FL 33602

I, the undersigned person, having been named as registered agent to accept service of process for the Corporation at the place designated in this statement, hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Dated: August 2, 2005

  
\_\_\_\_\_  
Jason M. Kuhn  
Registered Agent