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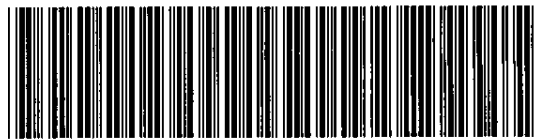
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401 EAST JACKSON STREET
SUITE 2700
TAMPA, FLORIDA 33602

(813) 222-6610
FAX: (813) 314-6910
DAVID.SHEAR@RUDEN.COM

September 30, 2011

VIA: HAND DELIVERY

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Auto Club International, Inc.
Document Number: N07000001958
Our File No. 40995-0056

Dear Sir or Madam:

Please find enclosed original and two copies Amended and Restated Articles of Incorporation of Auto Club International, Inc. (the "Articles") for filing with the Division of Corporations. We would appreciate your providing the representative from our firm with a certified copy, while she waits, of the Articles once they have been filed, as well as two Certificates of Good Standing after filing. Also, enclosed is our firm's check in the amount of \$70.00 representing the filing fee and cost of obtaining a certified copy of the filed Articles.

Should you have any questions regarding any of the enclosed, please do not hesitate to call me at the above-referenced number rather than returning the Articles without filing same.

Sincerely,

A handwritten signature in cursive script that reads "L. David Shear" followed by a stylized flourish.

L. David Shear

LDS:amb
Enclosures

RM:8114081:1

EFFECTIVE DATE

Oct 1, 2011

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
AUTO CLUB INTERNATIONAL, INC.

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, Auto Club International, Inc. (the "Corporation") certifies that:

1. AUTO CLUB INTERNATIONAL, INC. was incorporated on February 23, 2007.
2. There are no members or members entitled to vote. These Amended and Restated Articles of Incorporation were adopted by the requisite vote of the Board of Directors of the Corporation by Resolution dated July 13, 2011.
3. The Articles of Incorporation, are amended and restated in their entirety to read as follows:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

AUTO CLUB INTERNATIONAL, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is 1515 North Westshore Boulevard, Tampa, Florida 33607.

ARTICLE III

PURPOSE

The objects and purposes of the Corporation shall be to: (a) preserve the corporate culture of Affiliate Club members, (b) better serve Affiliate Club members, (c) accelerate and exploit

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DIVISION OF CORPORATIONS
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Affiliate Club expertise for the benefit of such clubs, (d) contribute to the attainment of improved operating efficiency and cost effectiveness of Affiliate Clubs, (e) enhance the American Automobile Association (“AAA”) and Canadian Automobile Association (“CAA”) brands, (f) identify and help implement cross-border initiatives and benefits for Affiliate Clubs and their respective members. For purposes of the foregoing, Affiliate Club(s) means The Auto Club Group, a Michigan not for profit corporation (“ACG”), and Automobile et Touring Club du Quebec, a duly incorporated corporation organized under Part II of the Canada Corporations Act (“ATCQ”), and any AAA or CAA club that becomes an affiliate club of the Corporation.

Enumeration of the objects and purposes herein set forth shall not be considered as a limitation upon the objects and purposes of the Corporation, but in addition thereto, the Corporation shall have all the objects, purposes and powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the Florida Not For Profit Corporation Act, and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV

DIRECTORS

The composition of the Board of Directors, including the number of directors serving, the increase or decrease in number of directors and the method of their election or appointment shall be determined in accordance with the procedures set forth in the By-Laws.

ARTICLE V

MEMBERS

The Corporation shall have one class of membership known as “Corporate Members”. The Corporate Members as of the date hereof shall be ACG and ATCQ.

ARTICLE VI

BY-LAWS

By-Laws shall be adopted, altered, amended or replaced as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VII

TERM

The term for which this Corporation exists shall be perpetual.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by (i) majority vote of the members of the Board of Directors of this Corporation, and (ii) a majority vote of the Corporate Members of this Corporation.

ARTICLE IX

INDEMNIFICATION

The Corporation shall indemnify persons for such acts as are more particularly provided in the Corporation's By-Laws.

ARTICLE XI

INCORPORATORS

The names and street addresses of the Incorporators of this Corporation are:

Thomas E. O'Brien
1515 North Westshore Boulevard
Tampa, Florida 33607

and

Paul A. Pelletier
444 Bouvier St.
Quebec G2J 1E3, Canada

ARTICLE XII

EFFECTIVE DATE

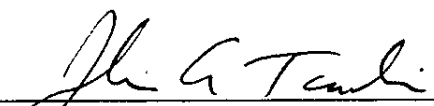
The effective date of filing of these Amended and Restated Articles of Incorporation shall be October 1, 2011 at 12:01 a.m.

These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

[Signature page follows]

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation document this 30th day of September, 2011.

AUTO CLUB INTERNATIONAL, INC.

By: 
John A. Tomlin, Secretary