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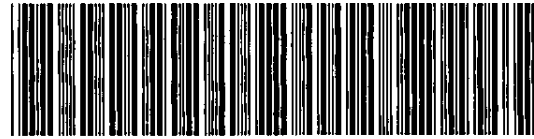
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C. LEWIS
NOV 18 2013
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: **AUTO CLUB INTERNATIONAL, INC**

DOCUMENT NUMBER: **N07000001958**

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

Please return all correspondence concerning this matter to the following:

Gwen Liggons

(Name of Contact Person)

THE AUTO CLUB GROUP

(Firm/ Company)

1 AUTO CLUB DRIVE

(Address)

DEARBORN/MICHIGAN 48126-4213

(City/ State and Zip Code)

GALIGGONS@AAAMICHIGAN.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Gwen Liggons

(Name of Contact Person)

at (**313**) **436 7026**

(Area Code & Daytime Telephone Number)

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

- | | | | |
|--|--|--|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee &
Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed) | <input type="checkbox"/> \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed) |
|--|--|--|--|

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

AUTO CLUB INTERNATIONAL, INC.

NO70000D1958

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. These Amended and Restated Articles of Incorporation were adopted by the requisite vote of the Board of Directors of the Corporation by Resolution dated August 26, 2013, and also were approved, pursuant to the Bylaws of the Corporation, by the Corporation's two Corporate Members, The Auto Club Group and Automobile et Touring Club du Québec (A.T.C.Q.), by Resolution dated August 26, 2013 and duly adopted by the requisite vote of the respective Board of Directors of each Corporate Member. Other than the two Corporate Members, there are no other members of the Corporation entitled to vote.
3. The Amended and Restated Articles of Incorporation are amended and restated in their entirety to read as follows:

ARTICLE I

Name

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 facilitate increased synergies, efficiencies, and best practice sharing between The Auto Club Group, a Michigan not for profit corporation ("ACG"), and Automobile et Touring Club du Québec (A.T.C.Q.), a not for profit corporation continued under the Canada Not-for-profit Corporations Act ("ATCQ"), as well as solidify ACG's and ATCQ's commitment to a lasting, mutually cooperative relationship while respecting legal, regulatory, cultural, and linguistic distinctions between ACG and ATCQ, as set forth in more detail in the Bylaws 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 Bylaws.

ARTICLE V

Members

The Corporation shall have one class of member known as the "Corporate Member".

The sole Corporate Member as of the date hereof shall be ACG.

ARTICLE VI

Bylaws

Bylaws shall be adopted, altered, amended or replaced as provided in the Bylaws themselves.

The Bylaws 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 a majority vote of the members of the Board of Directors of the Corporate Member of this Corporation.

ARTICLE IX

Indemnification

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

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change. Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

<input checked="" type="checkbox"/> Change	<u>PT</u>	<u>John Doe</u>
<input checked="" type="checkbox"/> Remove	<u>V</u>	<u>Mike Jones</u>
<input checked="" type="checkbox"/> Add	<u>SV</u>	<u>Sally Smith</u>

<u>Type of Action</u> (Check One)	<u>Title</u>	<u>Name</u>	<u>Address</u>
1) <input checked="" type="checkbox"/> Change <input type="checkbox"/> Add <input type="checkbox"/> Remove	<u>PD</u>	<u>Charles H. Podowski</u>	<u>1 Auto Club Drive</u> <u>Dearborn, MI 48126-4213</u>
2) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Edwards E. McReynolds, Jr.</u>	<u>1 Auto Club Drive</u> <u>Dearborn, MI 48126-4213</u>
3) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Andre Forcier</u>	<u>444 Rue Bouvier</u> <u>Quebec City, Quebec G2J1E3</u> <u>Canada</u>
4) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Andre Morisset</u>	<u>444 Rue Bouvier</u> <u>Quebec City, Quebec G2J1E3</u> <u>Canada</u>
5) <input type="checkbox"/> Change <input type="checkbox"/> Add <input checked="" type="checkbox"/> Remove	<u>D</u>	<u>Harry M. Piper</u>	<u>1 Auto Club Drive</u> <u>Dearborn, MI 48126-4213</u>
6) <input type="checkbox"/> Change <input checked="" type="checkbox"/> Add <input type="checkbox"/> Remove	<u>D</u>	<u>Thomas M. Hudson, Jr.</u>	<u>1 Auto Club Drive</u> <u>Dearborn, MI 48126-4213</u>

Auto Club International, Inc

N-0700001958

<u>Type of Action</u>	<u>Title</u>	<u>Name</u>	<u>Address</u>
7) Remove	D	Jean-Pierre Drewitt	444, Rue Bouvier, Quebec City, Quebec G2J1E3 CANADA
8) Add ✓	D	William O. McCormack	1 Auto Club Drive Dearborn, MI 48126-4213
9) Add ✓	D	Rene Proulx	444, Rue Bouvier, Quebec City, Quebec G2J1E3 CANADA
10) Add ✓	D	Jacques Valotaire	444, Rue Bouvier, Quebec City, Quebec G2J1E3 CANADA

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TALLAHASSEE, FLORIDA

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
1355 Chemin du Fleuve
Saint Romuald
Québec G6W 6Z6 Canada

ARTICLE XII

Effective Date

The effective date of filing of these Amended and Restated Articles of Incorporation shall be November 30, 2013 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.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of November, 2013.

AUTO CLUB INTERNATIONAL, INC.

By: *Gloria G. Freud*
Gloria G. Freud, Secretary