

SUSAN M. KELLER, P.A.
ATTORNEY AT LAW

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Longwood, FL 32750

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Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32301

500001715385
-02/15/96--01027--007
****122.50 ****122.50

Re: CHARITY CARS, INC.

Dear Sir:

Enclosed are the original and duplicate copy of the Articles of Incorporation of this proposed corporation.

The duplicate copy has been subscribed and acknowledged by the subscriber in the same manner as the original. Please endorse your approval of the Articles of Incorporation on the duplicate copy, certify and return it.

Also enclosed is a certificate designating place of business or domicile for service of process within this State, naming agent upon whom process may be served. A telephone check with your office on February 8, 1996 indicated that the corporate name CHARITY CARS, INC. is not in use at this time.

A check is also enclosed in the amount of \$122.50 to cover the \$35.00 filing fee, the \$52.50 fee for the certified copy of the Certificate of Incorporation, and \$35.00 for designation of resident agent.

Best regards,

Susan M. Keller

Enclosures



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

February 19, 1996

SUSAN M. KELLER
1334 NO. MARCY DRIVE
LONGWOOD, FL 32750

SUBJECT: CHARITY CARS, INC.
Ref. Number: W96000003720

We have received your document for CHARITY CARS, INC. and check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Section 617.0202(d), Florida Statutes, requires the manner in which directors are elected or appointed be contained in the articles of incorporation. A statement making reference to the bylaws is acceptable.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6878.

Terri Buckley
Corporate Specialist

Letter Number: 296A00007142

ARTICLES OF INCORPORATION
OF
CHARITY CARS, INC.

Notice is heroby given that the undersigned incorporators, all being of full age, have associated themselves together for the purpose of forming a corporation not for profit, without capital stock, under the provisions of Chapters 607 and 617, Florida Statutes and we do hereby accept all of the rights, privileges, benefits and obligations conferred and imposed by such law, and we do hereby make, subscribe, acknowledge and file these Articles of Incorporation.

ARTICLE I - NAME AND ADDRESS OF CORPORATION

The name of this corporation shall be CHARITY CARS, INC.
The address of the principal office, the mailing address of the corporation and the address of the Registered Agent is 247 A Park Avenue, Longwood, Florida 32750.

ARTICLE II - PURPOSE

The object and purpose for which the corporation is organized are:

1. To raise, receive and maintain a fund or funds of real property or personal property, or both, and to distribute and administer the fund or funds, including any income or interest generated therefrom, exclusively for charitable, religious or educational purposes. The purpose shall include, but not be limited to soliciting automobiles and funds from the public and

from wholesale and retail automobile dealers to provide basic transportation to needy individuals, including vehicles, insurance and tags and,

2. To transact any lawful business for which not for profit corporations may be incorporated under the Florida Corporation Act, and

3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

ARTICLE III - MEMBERSHIP

A. Eligibility. Any person shall be eligible for membership in this Corporation upon application to and approval as provided in the Bylaws of the Corporation.

B. Application for Membership. Any applicant meeting the qualifications set forth above and desiring to become a member of the Corporation shall make application on a form supplied by the Corporation and accompanied by such membership fees and dues as the Board of Directors may from time to time determine.

c. Termination of Membership. Membership may be terminated by expulsion for a just cause or by resignation with thirty days prior written notice to the Board of Directors.

ARTICLE IV - DURATION

This corporation shall exist perpetually, commencing as of the date of filing of these Articles of Incorporation.

ARTICLE V - MANAGEMENT

A. The affairs of the Corporation shall be managed by a Board of Directors. The Board of Directors shall consist of not less than three persons. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

B. The officers of the Corporation shall be a President, one or more Vice Presidents, a Secretary and a Treasurer. These officers shall be elected and shall hold office in the manner provided in by the Bylaws of the Corporation.

ARTICLE VI - INITIAL OFFICERS AND DIRECTOR

The names and residence address of the directors of the Corporation are:

Name

Street Address

BRIAN MENZIES 204 LAKE GENE DRIVE
 LONGWOOD, FLORIDA 32779

DENISE L. MENZIES 204 LAKE GENE DRIVE
 LONGWOOD, FLORIDA 32779

CYNTHIA D. FREDERICK 24814 S.E. 173RD LANE
 UMATILLA, FLORIDA 32784

The names and residence address of the officers who are to manage all of the affairs of the Corporation until the first annual meeting are:

<u>Name</u>	<u>Street Address</u>	<u>Office</u>
BRIAN MENZIES	204 LAKE GENE DRIVE LONGWOOD, FLORIDA 32779	PRESIDENT
CYNTHIA D. FREDERICK	24814 S.E. 173RD LANE UMATILLA, FLORIDA 32784	VICE PRESIDENT, SECRETARY & TREASURER

ARTICLE VII
BYLAWS AND AMENDMENTS TO THE ARTICLES OF INCORPORATION

The Bylaws of the Corporation shall be made, altered or rescinded by a majority vote of the voting membership present or voting by proxy at any regular meeting, or by a majority vote of the Board of Directors; provided that notice thereof, which shall include the text of the Bylaws change, has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such alteration to the Bylaws is to be voted upon, whether it be a membership meeting or a Board of Directors' meeting.

The Articles of Incorporation of this Corporation shall be amended or additional provisions added or adopted by a two-thirds vote of the members of the Board of Directors present or voting by proxy at any meeting thereof; provided that notice thereof, which shall include the text of the change to Articles of Incorporation has been furnished in writing to each voting member of the Corporation at least ten days prior to the meeting at which such Articles of Incorporation change is to be voted upon, followed by the compliance with the Florida Statutes regarding amendments to Articles of Incorporation of non-profit corporations.

ARTICLE VIII - GENERAL

All income and assets of the Corporation, above necessary expenses, shall be administered solely and exclusively for the corporate purposes selected by the Board of Directors.

This Corporation shall have no capital stock and shall pay no dividends to its incorporators, directors officers or members. In addition, no part of the income of the Corporation shall be distributed to its members, directors, officers or incorporators; provided that the Corporation may pay compensation in a reasonable amount to its members, directors, and officers for services rendered any may confer benefits upon its members in conformity with its purposes.

ARTICLE IX - SUBSCRIBERS

The names and residence address of the subscribers to this Corporation are as follows:

<u>Name</u>	<u>Street Address</u>
BRIAN MENZIES	204 LAKE GENE DRIVE LONGWOOD, FLORIDA 32779
DENISE L. MENZIES	204 LAKE GENE DRIVE LONGWOOD, FLORIDA 32779
CYNTHIA D. FREDERICK	24814 S.E. 173RD LANE UMATILLA, FLORIDA 32784

ARTICLE X - INITIAL REGISTERED OFFICE AND AGENT

The above-named incorporators, desiring to organize this Corporation under the laws of the State of Florida, hereby designate the Corporation's Principal Office to be located at 247 A Park Avenue, Longwood, Florida 32750 and hereby designate and appoint Brian Menzies as the Registered Agent of the Corporation, to accept service of process within this State, to serve in such capacity until his successor is selected and duly designated.

ARTICLE XI- INDEMNIFICATION

The Corporation shall indemnify any officer, director, or employee of the Corporation, or any former officer, director or employee of the Corporation, to the full extent permitted by and as set forth in the Florida General Corporation Act.

ARTICLE XII - PROHIBITED ACTIVITIES

The Corporation shall not:

1. Attempt to influence legislation as a substantial part of its activities.

2. Allow any part of its net income to inure to the benefit of officers, directors, or members of the Corporation, or to any other individuals, except in the furtherance of its charitable purposes.

3. Participate to any extent in any political campaign for or against any candidate for public office.

4. Conduct any activities not permitted to be carried on by organizations exempt under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

ARTICLE XII - DEDICATION OF ASSETS

The Corporation dedicates all assets which it may acquire to the charitable purpose set forth in Article II hereof. In the event that the Corporation shall dissolve or otherwise terminate its corporate existence, subject to the provisions of Chapters 607 and 617, Florida Statutes, the Corporation shall distribute all its existing assets to one or more organizations which themselves are

exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future law, or to the Federal government or to a state or local government for exclusive public purpose.

IN WITNESS WHEREOF, the undersigned have subscribed their names under seal this 12th day of February, 1996.

Brian Menzies (SEAL)
Brian Menzies

Denise L. Menzies
Denise L. Menzies

Cynthia D. Frederick
Cynthia D. Frederick

STATE OF FLORIDA
COUNTY OF SEMINOLE

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized to take acknowledgements in the State and County aforesaid, personally appeared, Brian Menzies, Denise L. Menzies and Cynthia D. Frederick, who are to me known to be the persons described in and who subscribed their names to the foregoing Articles of Incorporation, and acknowledged before me that they executed such Articles of Incorporation for the purposes therein expressed.

WITNESS by my hand and official seal in the County and State last aforesaid this 12th day of February, 1996.

(Notarial Seal)



STEVEN MATTHEW MARPLE
My Comm Exp. 7/04/99
Bonded By Service Ins
No. CC477887

[[Frequently Asked Questions]]

Steven Marple
Notary Public, State of Florida
Commission No.:
My Commission Expires:
Print name: STEVEN MARPLE

CERTIFICATE DESIGNATING PLACE OF REGISTERED OFFICE
FOR SERVICE OF PROCESS WITHIN THIS STATE
NAMES REGISTERED AGENT UPON WHOM
PROCESS MAY BE SERVED

PURSUANT to Chapter 48.091, Florida Statutes, the following is
submitted in compliance with said Act:

That, CHARITY CARS, INC., desiring to organize under the laws
of the State of Florida, with its principal office as indicated in
the Articles of Incorporation in the City of Longwood, County of
Seminole, State of Florida, has named its Registered Agent, Brian
Menzies, of 247 A Park Avenue, in the City of Longwood, County of
Seminole, State of Florida, to accept service of process within
this State.

ACKNOWLEDGEMENT

Having been named to accept service of process for the above
stated corporation, at the place designated in this Certificate, I
hereby accept to act in this capacity and agree to comply with the
provisions of said Act relative to keeping open said office.

Brian Menzies
Brian Menzies

RECORDED
56 FEB 22 AM 11:25
TALLAHASSEE, FLORIDA