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Page Count	09
Estimated Charge	\$35.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SECOND AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF

CRUISE AMERICA, INC.

(In compliance with Chapter 607 of the Florida Business Corporation Act)

Article I

Name

The name of the Corporation is Cruise America, Inc. and the address of the principal office and the mailing office of the Corporation is 11 West Hampton Avenue, Mesa, Arizona 85210.

Article II

Purposes

The Corporation is formed to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act, including any amendments thereto.

Article III

Registered Agent and Office

The address of the registered office of the Corporation is 1201 Hays Street, Tallahassee, Florida 32301, and the name of its initial registered agent at such office is The Prentice-Hall Corporation System, Inc.

Article IV

Capital Stock

The Corporation shall have authority to issue a total of 16,000,000 shares, consisting of (i) 15,000,000 shares of common stock, \$0.01 par value per share (the "Common Stock"), and (ii) 1,000,000 shares of preferred stock, \$1.00 par value per share (the "Preferred Stock") of which 5,100 shares have been designated as "Series B Convertible Preferred Stock". Article IV hereof contains a description of the Preferred Stock and a statement of the designations and the powers, privileges, and rights, and the qualifications, limitations, or restrictions thereof, of the Series B Convertible Preferred Stock.

A. Common Stock.

1. General. The voting, dividend and liquidation rights of the holders of the Common Stock are subject to and qualified by the rights of the holders of the Preferred Stock.

2. Voting Rights. Each holder of record of Common Stock shall be entitled to one vote for each share of Common Stock standing in such holder's name of the books of the Corporation. Except as otherwise required by law or Article IV of these Second Amended and Restated Articles of Incorporation or any shareholders agreement to which the Corporation and its shareholders may be party, the holders of Common Stock and the holders of Preferred Stock shall vote together as a single class on all matters submitted to shareholders for a vote (including any action by written consent).

3. Dividends. Subject to provisions of law and Article IV of these Second Amended and Restated Articles of Incorporation, the holders of Common Stock shall be entitled to receive dividends out of funds legally available therefor at such times and in such amounts as the Board of Directors may determine in its sole discretion.

4. Liquidation. Subject to provisions of law and Article IV of these Second Amended and Restated Articles of Incorporation, upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, after the payment or provisions for payment of all debts and liabilities of the Corporation and all preferential amounts to which the holders of the Preferred Stock are entitled with respect to the distribution of assets in liquidation, the holders of Common Stock shall be entitled to share ratably with the holders of Series B Convertible Preferred Stock in the remaining assets of the Corporation available for distribution.

B. Preferred Stock.

1. General.

(a) Issuance of Preferred Stock in Classes or Series. The Preferred Stock of the Corporation may be issued in one or more classes or series at such time or times and for such consideration as the Board of Directors of the Corporation may determine. Each class or series shall be so designated as to distinguish the shares thereof from the shares of all other classes and series. Except as to the relative designations, preferences, powers, qualifications, rights, and privileges referred to in this Article IV, in respect of any or all of which there may be variations between different classes or series of Preferred Stock, all shares of Preferred Stock shall be identical. Different series of Preferred Stock shall not be construed to constitute different classes of shares for the purpose of voting by classes unless otherwise specifically set forth herein.

(b) Authority to Establish Variations Between Classes or Series of Preferred Stock. The Board of Directors of the Corporation is expressly authorized, subject to the limitations prescribed by law and the provisions of these Second Amended and Restated Articles of Incorporation and any shareholders agreement to which the Corporation and its shareholders may be party, to provide, by adopting a resolution or resolutions, for the issuance of the undesignated Preferred Stock in one or more classes or series, each with such designations, preferences, voting powers, qualifications, special or relative rights and privileges as shall be stated in Articles of Amendment to the Second Amended and Restated Articles of Incorporation, which shall be filed in accordance with the Florida Business Corporation Act, and the resolutions of the Board of Directors creating such class or series. The authority of the Board of Directors with respect to each such class or series shall include, without limitation of the foregoing, the right to determine and fix:

(i) the distinctive designation of such class or series and the number of shares to constitute such class or series;

(ii) the rate at which dividends on the shares of such class or series shall be declared and paid, or set aside for payment, whether dividends at the rate so determined shall be cumulative or accruing, and whether the shares of such class or series shall be entitled to any participating or other dividends in addition to dividends at the rate so determined, and if so, on what terms;

(iii) the right or obligation, if any, of the Corporation to redeem shares of the particular class or series of Preferred Stock and, if redeemable, the price, terms, and manner of such redemption;

(iv) the special and relative rights and preferences, if any, and the amount or amounts per share, which the shares of such class or series of Preferred Stock shall be

entitled to receive upon any voluntary or involuntary liquidation, dissolution, or winding up of the Corporation;

(v) the terms and conditions, if any, upon which shares of such class or series shall be convertible into, or exchangeable for, shares of capital stock of any other class or series, including the price or prices of the rate or rates of conversion or exchange and the terms of adjustment, if any;

(vi) the obligation, if any, of the Corporation to retire, redeem, or purchase shares of such class or series pursuant to a sinking fund or fund of a similar nature or otherwise, and the terms and conditions of such obligation;

(vii) voting rights, if any, including special voting rights with respect to the election of directors and matters adversely affecting any class or series of Preferred Stock;

(viii) limitations, if any, on the issuance of additional shares of such class or series or any shares of any other class or series of Preferred Stock; and

(ix) such other preferences, powers, qualifications, special, or relative rights and privileges thereof as the Board of Directors of the Corporation, acting in accordance with these Second Amended and Restated Articles of Incorporation, may deem advisable and are not inconsistent with law and the provisions of these Second Amended and Restated Articles of Incorporation.

C. Description and Designation of Series B Convertible Preferred Stock.

1. Designation. The shares of such series shall be designated as "Series B Convertible Preferred Stock" (hereinafter referred to as the "Series B Preferred Stock"), and the number of shares constituting such series shall be 5,100. Shares of the Series B Preferred Stock shall have a par value of \$1.00 per share ("Par Value"). The number of authorized shares of Series B Preferred Stock shall not be increased.

2. Rank. With respect to the payment of dividends and other distributions with respect to the capital stock of the Corporation, including the distribution of the assets of the Corporation upon liquidation, the Series B Preferred Stock shall be senior to all other series and classes of capital stock of the Corporation, whether such series and classes are now existing or are created in the future to the extent of the dividends and distributions required to be paid pursuant to Section 3 and Section 4 and subject to Section 5 below. The Corporation shall not issue any shares of capital stock which (i) have dividend rights senior to, or ranking on a parity with, those of the Series B Preferred Stock, or (ii) are entitled to participating dividend rights (i.e., rights to an initial preferred dividend and thereafter to participation and further distributions on a parity with the Common Stock of the Corporation) or convertible into shares of such senior Capital Stock with such participating rights or into shares of common stock of the Corporation.

3. Dividends and Distributions.

(a) The holders of shares of Series B Preferred Stock shall be entitled to receive, when, as and if declared by the Board of Directors, out of funds legally available for the payment of dividends, cumulative cash dividends in the amounts sufficient to satisfy all payment obligations of RVR, Inc., arising from that certain Promissory Note dated October 20, 2000 (the "Promissory Note"), of RVR, Inc. naming Budget Rent A Car Corporation as payee (including, but not limited to, by reason of default upon or acceleration of the Promissory Note), together with all accrued but unpaid interest thereon. All dividends paid pursuant to this Section 3(a) shall be used to satisfy the obligations of RVR, Inc. under the Promissory Note.

(b) Dividends on each share of Series B Preferred Stock shall be cumulative and accrued from the date of original issuance of such share, whether or not declared by the Board of Directors, and except as otherwise provided herein, dividends on the Series B Preferred Stock shall be payable, when and as declared by the Board of Directors, in accordance with Section 3(a) above, to holders of record as they appear on the books of the Corporation on such date, not exceeding sixty (60) days preceding the relevant date established for the payment of such dividend in accordance with Section 3(a), as may be determined by the Board of Directors in advance of the payment of the particular dividend.

(c) So long as any shares of Series B Preferred Stock are outstanding, no dividend distribution shall be declared or paid or set aside for payment on the Common Stock of the Corporation or on any other stock of the Corporation.

4. Liquidation Rights.

(a) Upon any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, before any distribution is made upon any class or stock of the Corporation ranking junior to the Series B Preferred Stock, the holders of the shares of Series B Preferred Stock shall be entitled to be paid an amount equal to all accrued, unpaid dividends per share as set forth in Section 3(a) hereto (the "Liquidation Preference"). Written notice of such liquidation, dissolution or winding up, stating a payment date, the amount of the liquidation payments and the place where said liquidation payments shall be payable, shall be given by mail, postage prepaid, not less than 45 days prior to the payment date stated therein, to the holders of record of Series B Preferred Stock, such notice to be addressed to each such holder at his post-office address as shown by the records of the Corporation. A Sale or Merger (as defined herein) shall not be deemed to be a liquidation, dissolution or winding up of the Corporation within the meaning of the provisions of this Section 4. As used herein, the term "Sale or Merger" shall mean (i) the sale of the substantially all of the Corporation's assets or the sale of substantially all of the assets of the Corporation's subsidiaries, if any, taken as a whole, or (ii) the acquisition of the Corporation by another entity by way of merger, consolidation or share exchange.

(b) If the assets legally available to be distributed to the holders of the Series B Preferred Stock are insufficient to permit the payments to such holders of their full preferential amount, the assets legally available to be distributed shall be distributed ratably among the holders of the Series B Preferred Stock in proportion to the full preferential amount each such holder is otherwise entitled to receive.

(c) All of the preferential amounts to be paid to the holders of the Series B Preferred Stock shall be paid or set apart for payment before the payment or setting apart for payment of any amount for, or the distribution of any assets of the Corporation to, the holders of the Common Stock of the Corporation and any other series of stock of the Corporation.

(d) Upon any liquidation, dissolution or winding up, after the holders of the Series B Preferred Stock shall have been paid in full the Liquidation Preference, the remaining net assets of the Corporation shall be distributed ratably among the holders of the Common Stock of the Corporation and the holders of the Series B Preferred Stock (as if converted to Common Stock).

5. Conversion Rights.

(a) Subject to the terms and conditions of these Second Amended and Restated Articles of Incorporation, each share of Series B Preferred Stock shall automatically be converted into one (1) share of the Common Stock of the Corporation, subject to adjustment as provided in this Section 5 (the "Conversion Number") immediately upon the final distribution of all amounts in accordance with Section 3(a) above. The conversion into Common Stock shall be deemed to have occurred (whether or not certificates representing such shares are surrendered) as of the close of business on the date of the final distribution of all amounts in accordance with Section 3(a) above, and

the person or persons entitled to receive shares of Common Stock issuable upon such conversion shall be treated for all purposes as the record holder or holders of such shares of Common Stock on that date.

(b) Before any certificates representing shares of Common Stock shall be delivered upon conversion of the Series B Preferred Stock, the holder of shares of Series B Preferred Stock whose shares have been converted into shares of Common Stock shall deliver the certificate(s) representing such shares to the Corporation or its duly authorized agent (or if such certificate has been lost, stolen or destroyed, such holder shall execute an agreement satisfactory to the Corporation to indemnify the Corporation from any loss incurred by it in connection with such conversion), specifying the place where the certificates representing the Common Stock issued in conversion thereof shall be sent. The endorsement of the share certificate shall be in form satisfactory to the Corporation or such agent, as the case may be.

(c) The Conversion Number shall be subject to adjustment from time to time as follows:

(i) If the Corporation shall (a) declare or pay a dividend on its outstanding Common Stock in shares of Common Stock or make a distribution to all holders of its Common Stock in shares of Common Stock, (b) subdivide outstanding shares of Common Stock into a greater number of shares of Common Stock, (c) combine its outstanding shares of Common Stock into a smaller number of shares of Common Stock or (d) issue by reclassification of its shares of Common Stock other securities of the Corporation, then the Conversion Number in effect immediately prior thereto shall be adjusted so that any shares of Series B Preferred Stock thereafter converted shall be entitled to receive the number and kind of shares of Common Stock or other securities that the holder would have owned or would have been entitled to receive after the happening of any of the events described above had such shares of Series B Preferred Stock been converted into shares of Common Stock immediately prior to the happening of such event or any record date with respect thereto. Any adjustments made pursuant to this Section 5(c)(i) shall become effective immediately after the record date for the dividend payment, subdivision, combination or issuance, if any, or, if there is no such record date, then on the date of such event. Such adjustments shall be made successively.

(ii) In the event that the Corporation shall be a party to any transaction (including, without limitation, any (a) recapitalization or reclassification of the Common Stock (other than a change in par value, or from par value to no par value, or from no par value to par value, or as a result of a subdivision or combination of the Common Stock), (b) any consolidation or merger of the Corporation with or into any other person or any merger of another person into the Corporation (other than a merger which does not result in a reclassification, conversion, exchange or cancellation of outstanding shares of Common Stock of the Corporation), (c) any sale or transfer of all or substantially all of the assets of the Corporation or (d) any compulsory share exchange pursuant to which all or substantially all of the Common Stock shall be exchanged for, converted into, acquired for or constitute solely the right to receive cash, securities, property or other assets, then appropriate provision shall be made as part of the terms of such transaction whereby each share of Series B Preferred Stock then outstanding shall thereafter be convertible only into the kind and amount of cash, securities, property and other assets that would have been receivable upon such transaction by a holder of the number of shares of Common Stock into which such share of Series B Preferred Stock might have been converted immediately prior to such transaction. The Corporation or the person formed by such consolidation or resulting from such merger or which acquired such assets or which acquired the Corporation's shares, as the case may be, shall make provisions in its certificate or articles of incorporation or other constituent documents to establish such right. Such certificate or articles of incorporation or other constituent documents shall provide for adjustment which for events subsequent to the effective date of such certificate or articles of incorporation or other constituent document, shall be as nearly equivalent as may be practicable to the adjustments provided for in this Section 5(c)(ii). The above provisions shall similarly apply to successive transactions of the type described in this Section 5(c)(ii).

(d) The Corporation will at all times reserve and keep available out of its authorized Common Stock, solely for the purpose of issue upon the conversion of the Series B Preferred Stock as herein provided, such number of shares of Common Stock as shall then be issuable upon the conversion of all outstanding shares of Series B Preferred Stock. The Corporation covenants that all shares of Common Stock which shall be so issued shall be duly and validly issued and fully paid and nonassessable and free from all taxes, liens, and charges arising out of or by reason of the issue thereof. The Corporation will take all such action as may be necessary on its part to assure that all such shares of Common Stock may be so issued without violation of any applicable law or regulation, or any requirements of any national securities exchange upon which the Common Stock of the Corporation may be listed. The Corporation will not take any action which results in any adjustment of the Conversion Number if the total number of shares of Common Stock issued and issuable after such action upon conversion of the Series B Preferred Stock would exceed the total number of shares of Common Stock then authorized by the Corporation's Certificate of Incorporation.

(e) If any fractional interest in a share of Common Stock would be deliverable upon the conversion of the Series B Preferred Stock into Common Stock, the Corporation shall deliver the fractional share thereof.

6. No Redemption. The shares of Series B Preferred Stock shall not be redeemable by the Corporation.

7. Voting Rights. The holders of shares of Series B Preferred Stock shall have only such voting rights as are expressly set forth herein or otherwise provided by law. The holders of the shares of the Series B Preferred Stock shall be entitled to vote together with the shares of Common Stock of the Corporation as a single class on all matters to be voted on by the shareholders of the Corporation on the following bases: (a) each holder of Series B Preferred Stock shall be entitled to one vote for each share of Common Stock which would be issuable to such holder on the conversion of all the shares of Series B Preferred Stock so held on the record date for the determination of shareholders entitled to vote; and (b) each holder of Common Stock shall be entitled to one vote per share.

8. Amendment. After any shares of Series B Preferred Stock have been issued, the Second Amended and Restated Articles of Incorporation of the Corporation shall not be further amended in any manner which would materially alter or change the powers, preferences or special rights of the Series B Preferred Stock so as to affect them adversely without the affirmative vote of the holders of a majority or more of the outstanding shares of Series B Preferred Stock, voting separately as a class.

9. Limitations. Except as may otherwise be required by law, the shares of Series B Preferred Stock shall not have any powers, preferences or relative, participating, optional or other special rights other than those specifically set forth in this Resolution (as such Resolution may be amended from time to time) or otherwise in the Second Amended and Restated Articles of Incorporation of the Corporation.

10. Fractional Shares. Series B Preferred Stock may be issued in fractions of a share which shall entitle the holder, in proportion to such holders fractional shares, to exercise voting rights, receive dividends, participate in distributions and to have the benefit of all other rights of holders of Series B Preferred Stock.

Article V

Bylaw Amendment

In furtherance and not in limitation of the powers conferred by the laws of Florida, each of the Board of Directors and shareholders is expressly authorized and empowered to make, alter, amend, and repeal the Bylaws of the Corporation in any respect not inconsistent with the laws of the State of Florida or with these Second Amended and Restated Articles of Incorporation. The shareholders of the

Corporation may amend or adopt a bylaw that fixes a greater quorum or voting requirement for shareholders (or voting groups of shareholders) than is required by law.

Article VI

Keeping of Books

The books of the Corporation may be kept at such place within or without the State of Florida as the Bylaws of the Corporation may provide or as may be designated from time to time by the Board of Directors of the Corporation.

Article VII

Indemnification

A director of the Corporation shall not be personally liable to the Corporation or its shareholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its shareholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for violation of a criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful, or (iv) for any transaction from which the director derived an improper personal benefit.

If the Florida Business Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of the Corporation's directors shall be eliminated or limited to the full extent authorized by the Florida Business Corporation Act, as amended.

The Corporation shall indemnify and shall advance expenses on behalf of any officer or director, or any former officer or director, of the Corporation to the fullest extent not prohibited by law in existence either now or hereafter.

Any repeal or modification of this Article shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

Article VIII

Amendment

The Corporation reserves the right to amend or repeal any provision contained in these Second Amended and Restated Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

Such amendment and restatement of these Second Amended and Restated Articles of Incorporation has been duly authorized and directed by Unanimous Written Consent of the Board of Directors of the Corporation, dated May 28, 2008, pursuant to Sections 607.0821, 607.1002, and 607.1007 of the Florida Business Corporation Act. Such amendment and restatement of the Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of the Corporation and all amendments and restatements to them.

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IN WITNESS WHEREOF, these Second Amended and Restated Articles of Incorporation has been signed by the Vice President of the Corporation this 28 day of May, 2008, and affirm that the statements made herein are true under the penalties of perjury.


Eric R. Bensen, Vice President