

05/05/98 14:20

704 842

001/005

5/05/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

8:53 AM

((H98000008452 8))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000

FROM: SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A. ACCT#: 075350000123

CONTACT: LISA H ROSS PHONE: (813)228-8530 FAX #: (813)221-9122

NAME: AAA AUTO CLUB SOUTH, INC.

AUDIT NUMBER.....H98000008452

DOC TYPE.....BASIC AMENDMENT

CERT. OF STATUS..0 PAGES..... 3

CERT. COPIES.....0 DEL.METHOD.. FAX

EST.CEARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:  
Alt-Z FOR HELP& ANSI & FDX % 9600 E71 & LOG CLOSED & PRT OFF & LINE

RECEIVED  
98 MAY -5 PM 3:00  
DIVISION OF CORPORATIONS

FILED  
98 MAY -5 PM 4:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

~~725~~

FXED BY:	<i>md</i>
DATE FAXED:	<i>5-5-98</i>
TIME FAXED:	<i>9:23</i>

*Amendment*

*5/5/98*

*DC*

05/05/98 09:24

813 221 9122

SHEAR,NEWMAN....

001/004

5/05/98

FLORIDA DIVISION OF CORPORATIONS  
PUBLIC ACCESS SYSTEM  
ELECTRONIC FILING COVER SHEET

8:53 AM

((H98000008452 8))

TO: DIVISION OF CORPORATIONS FAX #: (850)922-4000  
FROM: SHEAR, NEWMAN, HAHN & ROSENKRANZ, P.A. ACCT#: 075350000123  
CONTACT: LISA H ROSS  
PHONE: (813)228-8530 FAX #: (813)221-9122

NAME: AAA AUTO CLUB SOUTH, INC.  
AUDIT NUMBER.....H98000008452  
DOC TYPE.....BASIC AMENDMENT  
CERT. OF STATUS..0 PAGES..... 3  
CERT. COPIES.....0 DEL.METHOD.. FAX  
EST.CHARGE.. \$35.00

NOTE: PLEASE PRINT THIS PAGE AND USE IT AS A COVER SHEET. TYPE THE FAX  
AUDIT NUMBER ON THE TOP AND BOTTOM OF ALL PAGES OF THE DOCUMENT

\*\* ENTER 'M' FOR MENU. \*\*

ENTER SELECTION AND <CR>:

Alt-z FOR HELP& ANSI % FDX % 9600 E71 % LOG CLOSED & PRT OFF % LINE

RECEIVED  
98 MAY -5 AM 9:44  
DIVISION OF CORPORATIONS

05/05/98 14:20  
(904)922-3709

813 221 9122  
05/05/98 12:05 Florida Department pl /1

SHEAR,NEWMAN....

002/005



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

May 5, 1998

AAA AUTO CLUB SOUTH, INC.  
1515 N. WESTSHORE BLVD  
TAMPA, FL 33607US

SUBJECT: AAA AUTO CLUB SOUTH, INC.  
REF: 704842

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

If there are MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) the date of adoption of the amendment by the members and (2) a statement that the number of votes cast for the amendment was sufficient for approval.

If there are NO MEMBERS OR MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

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 (850) 487-6906.

Darlene Connell  
Corporate Specialist

FAX Aud. #: H98000008452  
Letter Number: 398A00024603

5/5/98

Members not entitled to vote on amendments.  
Statement to that effect added to opening paragraph  
of Articles of Amendment.

H98000008452

ARTICLES OF AMENDMENT TO ARTICLES OF INCORPORATION OF AAA AUTO CLUB SOUTH, INC.

The undersigned, being the President and Secretary of AAA AUTO CLUB SOUTH, INC., a Florida corporation not for profit, hereby certify that the following Amendments to the Articles of Incorporation were approved and duly adopted by a majority of the Board of Directors at a special meeting of the Board of Directors duly held on the 30th day of March, 1998; the Members of the Corporation not being entitled to vote on said amendments:

Amendment

Article II -Purposes is amended in its entirety to read as follows:

The objects and purposes shall be to:

- A. conduct an organization composed in whole or in part of persons owning motor vehicles or in whole or in part of persons known generally as the traveling public;
B. aid in securing the enactment of rational legislation and the formulation of proper rules and regulations governing the use of motor vehicles and other means of travel and the proper administration and observance of same;
C. promote understanding among people in the United States and abroad and to that end to promote and arrange for travel of all kinds by land, sea and air;
D. protect owners and users of motor vehicles and other means of travel and the traveling public in general against unjust and unreasonable legislation and to maintain their lawful rights and privileges;
E. promote and encourage in all ways the construction and maintenance of good roads, the improvement of existing highways, the erection of legible warning and direction signs, the issuance of touring information, maps, etc., and in all ways to encourage, develop and provide safe and convenient travel conditions, services and facilities, including highways, air ways, sea ways and any other means of travel;

Prepared by: L. David Shear, Esq. FL Bar #0073049 Shear, Newman, Hahn & Rosenkranz, P.A. P.O. Box 2378 Tampa, FL (813) 228-8530

H98000008452

FILED 98 MAY -5 PM 4:20 SECRETARY OF STATE TALLAHASSEE, FLORIDA

H98000008452

F. sponsor, encourage and promote safety education in schools and furnish such materials and supplies as may be useful in connection therewith;

G. advance in every way the best interest of owners and users of motor vehicles and the traveling public in general;

H. inform and educate the traveling public and all motorists in the principles of traffic and travel safety and in other matters concerning travel and motorists in general;

I. encourage both domestic and international travel by members and by the general public, to make travel arrangements for such travel services, and to generally operate as a travel agency;

J. do any and all things useful and convenient to reduce the costs of travel by automobile or otherwise; and to operate an all inclusive travel service;

K. provide a full array of financial and insurance services; and

L. carry out and accomplish all or any part of the objects and purposes herein set forth in any lawful manner, either as principal or agent, directly or indirectly, through the use of agents, subsidiary and affiliated companies or any combination thereof.

Article VI - Board of Directors is amended in its entirety to read as follows:

The Board of Directors shall consist of not less than fourteen members of the corporation to serve terms fixed and to be elected as subsequently provided in this Article. The Board of Directors shall have the sole right to effect the general and entire management of all of the affairs, business and concerns of the corporation; provided, however, that the Board of Directors may delegate any matter pertaining to the management and operation of the Corporation to any of the corporation's officers provided for in either these Articles or the Corporation's bylaws.

The Board of Directors shall be divided into three (3) classes. The term of each class will be for three (3) years, except as herein otherwise provided, and the terms of office will be spaced in such manner that the term of one class thereof shall expire each year at the

H98000008452

annual meeting of the Board of Directors which shall be held immediately following the annual meeting of the Members. At each annual meeting of Directors, those Directors whose terms of office have not expired, from a list of names provided by the Nominating Committee created pursuant to the bylaws, shall (i) elect the number of Directors necessary to replace the class of directors, the term of which has expired and (ii) fill any then existing vacancy on the Board of Directors by electing a new Director for the unexpired term of such vacant directorship or until such new Director's successor shall have been duly elected and qualified. The Directors so elected shall serve for three (3) years or until their successors have been duly elected and qualified.

Anything herein contained to the contrary notwithstanding, a then existing vacancy on the Board of Directors or in any other office may be filled at any other time by the majority of the remaining members of the Board of Directors. The person so elected by the Board shall serve for the unexpired term of such vacancy or until his or her successor shall be duly elected and qualified.

In all other respects, the Articles of Incorporation shall remain as they were prior to this Amendment being adopted.

Executed this 30<sup>th</sup> day of APRIL, 1998.

By:   
ROBERT R. SHARP  
Its: President

Attest:  
  
JOHN A. TORRENCE, Secretary

H98000008452