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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: AAA Auto Club South, Inc.  
Document Number: 704842  
Our File No. 40995-0056

Dear Sir or Madam:

Please find enclosed original and two copies of Third Amended and Restated Articles of Incorporation of AAA Auto Club South, 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 / ds".

L. David Shear

LDS:amb  
Enclosures

RM:8114082:1

# EFFECTIVE DATE

## THIRD AMENDED AND RESTATED ARTICLES OF INCORPORATION OF AAA AUTO CLUB SOUTH, INC.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

11 SEP 30 PM 3:15

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

1. AAA FLORIDA/GEORGIA, INC. was originally incorporated by approval of the Circuit Court of Hillsborough County, Florida, on October 1, 1936 as the TAMPA MOTOR CLUB. By a June 20, 1958 Amendment to its Charter, the original name was changed to the PENINSULA MOTOR CLUB. On November 29, 1962, pursuant to the statutory procedure for the reincorporation of corporations not-for-profit, the charter of the PENINSULA MOTOR CLUB, as amended through such date, was filed with the Secretary of State for the State of Florida and recognized, in Document Number 704842, as PENINSULA MOTOR CLUB, INC., a Florida corporation not-for-profit. By an amendment to its Charter on August 1, 1988, the corporate name was changed to AAA FLORIDA/GEORGIA, INC. On May 19, 1989, the corporation amended and restated its Articles of Incorporation. By amendment to its Articles of Incorporation on January 15, 1990, the corporate name was changed to AUTO CLUB OF THE SOUTH, INC. By amendment to its Articles of Incorporation on May 22, 1990, the corporate name was changed to AAA Auto Club South, Inc. The Articles of Incorporation were amended again on May 5, 1998 and February 26, 2007.

2. These Third 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 and approved by its sole Corporate Member, Auto Club International, Inc., as required by the Bylaws of the Corporation pursuant to Resolution dated July 13, 2011, which Resolution was adopted by the requisite vote of the Corporate Member's Board of Directors. No other Members of the Corporation, other than the sole Corporate Member, were entitled to vote.

3. The Second Amended and Restated Articles of Incorporation as amended, are amended and restated in their entirety to read as follows:

### ARTICLE I - NAME

The name of the Corporation shall be AAA Auto Club South, Inc.

### ARTICLE II - PURPOSES

The objects and purposes of the Corporation 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;

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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;

F. Sponsor, encourage and promote safety education in schools and furnish such materials and supplies as maybe 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.

The enumeration of the foregoing specific objects and purposes 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 III - MEMBERS

The Corporation shall have two classes of members: one class shall be referred to as "Member," and the other class shall be referred to as "Corporate Member".

The Corporation shall have only one Corporate Member which shall be The Auto Club Group, Inc., a Michigan nonprofit corporation. The Corporate Member shall have those rights and powers specified in these Articles and Bylaws.

Any person shall be eligible for membership as a Member in the Corporation. Any such person may become a Member upon the filing with the Corporation of a proper application with such endorsements and approval as may be required by the bylaws, and upon paying such fees and dues as shall be fixed from time to time by the Board of Directors.

All voting powers, including the right to vote for directors, shall be exclusively vested in and exercised by the Corporate Member. No Member shall have any voting rights.

### ARTICLE IV - TERM

The term for which the Corporation exists shall be perpetual.

### ARTICLE V - OFFICERS

The officers of the Corporation shall consist of a President, a Secretary, and a Treasurer and such other officers as maybe provided by the Bylaws. Any two or more offices, except President and Secretary, may be held by the same person.

### ARTICLE VI - BOARD OF 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 the manner provided in the Bylaws.

### ARTICLE VII - BYLAWS

Such bylaws as may be deemed necessary for the governance of the corporation may be adopted and from time to time amended by the Corporate Member.

### ARTICLE VIII - INDEMNIFICATION

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

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ARTICLE IX - AMENDMENT

These Articles of Incorporation may be amended only by the vote or written consent of the Corporate Member.

ARTICLE XI – EFFECTIVE DATE

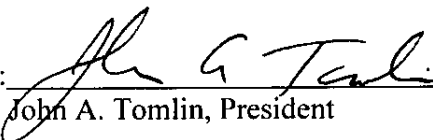
The effective date of filing of these Third Amended and Restated Articles of Incorporation shall be October 1, 2011 at 12:01 a.m.

These Third Amended and Restated Articles of Incorporation correctly set forth the provisions of the Articles of Incorporation as heretofore and hereby amended; have been duly adopted as required by law; and supersede the original Articles of Incorporation and all amendments and restatements thereof.


*[Signature page follows]*

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 30<sup>th</sup> day of September, 2011

AAA AUTO CLUB SOUTH, INC.

By:   
John A. Tomlin, President

ATTEST:

  
Kevin W. Bakewell, Secretary