



# 714030

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TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 198070 6457A

AUTHORIZATION :

COST LIMIT : \$ 35.00

ORDER DATE : February 1, 2002

ORDER TIME : 12:58 PM

ORDER NO. : 198070-010

CUSTOMER NO: 6457A

CUSTOMER: Ms. Dale Barnett  
Arnold Matheny & Eagan, P.a.  
Suite 201  
801 N. Magnolia Avenue  
Orlando, FL 32803

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*Amended &  
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Change*

DOMESTIC AMENDMENT FILING

800004853908--6

NAME: FLORIDA INDEPENDENT TIRE  
DEALERS AND RETREADERS  
ASSOCIATION, INC.

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT  
RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Sara Lea -- EXT# 1114

EXAMINER'S INITIALS:

*File  
2nd  
Thanks!!*

*Dr  
2/4/02*

**AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FLORIDA AUTOMOTIVE TRADES ASSOCIATION, INC.**

**(Originally Incorporated under Document Number 714030 as:  
FLORIDA INDEPENDENT TIRE DEALERS AND RETREADERS  
ASSOCIATION, INC.)**

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TALLAHASSEE, FLORIDA

**ARTICLE I**

The name of this Corporation is:

**FLORIDA AUTOMOTIVE TRADES ASSOCIATION, INC.**

Its mailing address is:

PMB 1000, 2255 Glades Road, Suite 324-A  
Boca Raton, FL 33431

**ARTICLE II**

This Corporation is not formed for pecuniary profit or financial gain. The Corporation shall be a Non-Profit Corporation under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes. The purpose for which the Corporation is organized is to act as a business league of persons and companies that provide automotive services and/or sell automotive after-market products (collectively, the "automotive trades"). This Corporation may be affiliated with regional, national and/or international organizations having similar or complementary purposes. The Corporation shall conduct its business solely as an association without profit and for the sole and exclusive benefit of its members, all in a manner consistent with requirements of Section 501 (c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

The Corporation is organized exclusively for charitable, educational, and scientific purposes. The Corporation may receive and administer funds for educational and charitable purposes, within the meaning of Section 501 (c)(6) of the Internal Revenue Code of 1986 and to that end, the Corporation is empowered to hold any property, or any undivided interest therein, without limitation as to amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgment of the directors, will best promote the purpose of the Corporation, without limitation, except such limitations, if any, as may be contained in the instrument under which such property is received, these Articles of Incorporation, the By-Laws of the Corporation, or any applicable laws, to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation law.

The Corporation is hereby organized for the following purposes:

1. To further the business interests of persons and companies engaged in the automotive trades by providing for the dissemination of information, training, meetings and conventions, membership benefits, consultative services and technical advice, as well as representation in the legislative proceedings affecting the industry;
2. To promote cooperation among persons and companies engaged in the automotive trades;
3. To serve the public interest; and,
4. To exercise any other powers conferred upon corporations organized pursuant to the provisions of the Act; provided, however, that notwithstanding any other provision of the Article of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (6) of the Internal Revenue Code of 1986, as the same may be amended or supplemented (hereinafter referred to as the "IRC").

#### ARTICLE III

The Corporation hereby incorporates by reference any and all corporate powers given to corporations not for profit by virtue of Section 617.0302 of the Florida Statutes. The Corporation's activities are limited by any and all other restrictions which are required to obtain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

#### ARTICLE IV

The membership of the Corporation shall be composed of one or more classes of members or membership with the designation of such class or classes of members or membership, the qualifications and rights of the members of each such class, any quorum and voting requirements for meetings and activities of members or the membership, and notice requirements sufficient to provide notice of meetings and activities of members or the membership as provided in the By-laws of the Corporation.

#### ARTICLE V

This Corporation is to exist perpetually.

#### ARTICLE VI

The names and addresses of the subscribing incorporators to these Articles is as follows:

Olin Mott  
S. E. Hawkins  
Ronald Friedman

3741 E. Hillsborough Avenue, Tampa, Florida  
Cass and Morgan Streets, Tampa, Florida  
6807 Adamo Drive, Tampa, Florida

#### ARTICLE VII

The day to day operations of the Corporation shall be managed by the following officers: a President, a President Elect, one or more Vice Presidents, a Treasurer and a Secretary and such additional officers, if any, as are provided in the By-laws. Such officers shall be elected by the Members as provided for in the By-laws or in any manner consistent with the laws of the State of Florida. Such officers shall serve for such period of time as provided in the By-laws.

#### ARTICLE VIII

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is twenty eight (28). The classes of persons who shall be entitled to serve and the manner of election or appointment of such persons shall be provided in the By-laws. Such persons shall serve in accordance with the By-laws.

Section 2. The number of directors which constitutes the Board of Directors may be increased or decreased as provided in the By-laws of the Corporation; provided however, in no event shall the number of directors be less than nine (9) nor more than twenty-nine (29).

#### ARTICLE IX

Section 1. The business and affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

Section 2. The Directors of the Corporation shall adopt such By-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary.

Section 3. After the Board of Directors shall adopt a proposal to amend the By-laws and submitted such proposal to the Members for action, the By-laws may be amended by a two thirds majority vote of the Members (voting as a single class) who are entitled to vote on such matters and who are present at an annual meeting, a regular meeting or a special meeting called for that purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

Section 4. The By-laws of the Corporation shall contain such provisions regulating the powers of the Corporation, the Directors and Members as adopted by the Board of Directors and thereafter amended by the Members as provided above in Section 3 of this Article.

## ARTICLE X

After the Board of Directors shall adopt a proposal to amend the Articles of Incorporation and submitted such proposal to the Members for action, the Articles of Incorporation may be amended by a two thirds majority vote of the Members (voting as a single class) who are present at an annual meeting, a regular meeting or a special meeting called for that purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

## ARTICLE XI

All officers and Directors shall be indemnified by the Corporation for and against all expenses and liabilities, including counsel fees and counsel fees in appellate proceedings, reasonably incurred in connection with any proceeding or settlement thereof in which they become involved by reason of holding such office. In event, however, shall any officer or Director be indemnified for his own willful misconduct or, with respect to any criminal proceedings, his own knowing violation of provisions of law. The Corporation may purchase and maintain insurance on behalf of all officers and Directors against or incurred by them in their capacity as officers or Directors or arising out of their status as such.

## ARTICLE XII

Upon dissolution of this Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the obligations and liabilities of the Corporation, dispose of all the assets of the Corporation by distributing the same exclusively as provided for under the provisions of Chapter 617 of the Florida Statutes and as provided for under Section 501 of the Internal Revenue Code of 1986, as amended. Notwithstanding any other provision hereof, no power shall be exercised by the Board of Directors in any manner which may jeopardize the status of the Corporation as an exempt organization under Section 501 (c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

## ARTICLE XIII

Section 1. No part of the net earnings of the Corporation shall inure to the benefit or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.

Section 2. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

The undersigned, for purpose of amending and restating the Articles of Incorporation of the Corporation as provided by the laws of the State of Florida and By-

Laws of the Corporation, do, by executing this document, consent to and make, file and record these Amended and Restated Articles of Incorporation, and certify that the facts herein stated are true; and have accordingly hereunto set my hand and seal on and as of the date set forth below.

Dated: January 31, 2002.


By:   
John Tidwell, President

**CERTIFICATE  
OF  
AMENDMENT AND RESTATEMENT**

The undersigned President of the Corporation does hereby certify and attest that both the Board of Directors and also the Members of the Corporation voted the sufficient number of votes required for approval to amend and, as amended, restate Articles I through XIII, inclusive, of the Articles of Incorporation of the Corporation set forth above in the Amended and Restated Articles of Incorporation dated this date and executed by the President of the Corporation.

Adopted January 26, 2002 by action of the Board of Directors and Members.

So certified.

By:   
John Tidwell, President