

L99000007059

Document Number Only

CT Corporation System

Requestor's Name

660 East Jefferson Street

Address

Tallahassee, FL 32301 (850)222-1092

City State Zip Phone

CORPORATION(S) NAME

600003025116--3

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Budget And Credit LLC

☐ Profit

☐ NonProfit

☐ Amendment

☐ Merger

☐ Foreign

☐ Dissolution/Withdrawal

☐ Mark

☒ LLC Articles

☐ Limited Partnership

☐ Annual Report

☐ Other UCC Filing

☐ Reinstatement

☐ Reservation

☐ Change of R.A.

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ARTICLES OF ORGANIZATION

OF

BUDGET AUTO CREDIT, LLC

Pursuant to the provisions of Section 608.407 of the Florida Limited Liability Company Act, the undersigned hereby adopts the following Limited Liability Company Articles of Organization.

ARTICLE I

Name

The name of the limited liability company is Budget Auto Credit, LLC (the "Company").

ARTICLE II

Address

The mailing address and the street address of the principal office of the Company is as follows:

8725 Arlington Expressway
Jacksonville, Florida 32211

ARTICLE II

Duration

The Company shall have perpetual duration.

ARTICLE III

Purposes

The purposes for which the Company is formed are:

(a) To engage in the business of promoting, selling, servicing, leasing, renting and otherwise dealing in cars, trucks, vans, and motor vehicles of every description and motor vehicle parts and accessories, and to engage in the sale of credit life insurance, credit disability insurance,

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credit property insurance, (including, in each case, involuntary unemployment insurance) and other similar types of insurance and all other forms of insurance as permitted by licenses properly obtained;

(b) To render to others, and to engage in the business of rendering to others, consulting, advisory, administrative, industrial engineering, accounting, bookkeeping and other services of every nature, kind and character, which it may legally render;

(c) To engage in any industrial, manufacturing, mining, mercantile, trading, agricultural, service, or other lawful business of any kind or character whatsoever;

(d) To act as agent, representative, or receiver of any person, firm, corporation, or governmental entity or instrumentality in respect to any lawful undertaking or transaction;

(e) To purchase, take, receive, lease or otherwise acquire, own, hold, improve, use and otherwise deal in or with, real or personal property, or any interest therein, wherever situated, and to sell, convey, mortgage, pledge, lease, exchange, transfer and otherwise dispose of real or personal property, or any interest therein;

(f) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of, corporations, associations, partnerships, individuals, or direct or indirect obligations of governmental entities or of any instrumentality thereof;

(g) To lend money, invest and reinvest its funds and take and hold real and personal property as security for the payment of funds so loaned or invested; and

(h) To engage in any other lawful act or activity for which limited liability companies may be organized pursuant to the Florida Limited Liability Company Act.

ARTICLE IV

Registered Office; Registered Agent

The location and street address of the initial registered office of the Company shall be 1200 South Pine Island Road, Plantation, FL 33324, and its registered agent at such address shall be CT Corporation System.

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ARTICLE V

Initial Members

The name and address of the initial member is as follows:

Auto Investment Inc.
% Med Center Mazda
700 8th Street South
Birmingham, Alabama 35233

ARTICLE VI

Admission of Additional Members

Upon the written consent of a majority of the members, the managers of the Company may permit the admission of additional members and the terms and conditions of their admission shall be as set forth in the Company's Operating Agreement.

ARTICLE VII

Continuation of Business

The cessation of membership of one or more of the Members will not result in the dissolution of the Company, and upon the cessation of membership of one or more of the Members, the remaining Members shall have the right as prescribed in the Operating Agreement to continue the business of the Company.

ARTICLE VIII

Manager

The management of the Company, and the power to manage its business and affairs, shall be vested in a manager who shall be selected by the members. The manager shall have such power and authority as is set forth in the Operating Agreement. The name and address of the initial Manager of the Company, who shall serve until his successor is elected and qualify, is:

Yuji Otaki
% Med Center Mazda
700 8th Street South
Birmingham, Alabama 35233

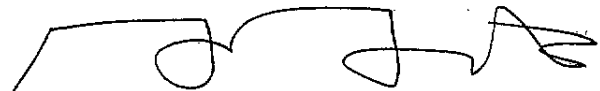
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IN WITNESS WHEREOF, these Articles have been subscribed as of October 22, 1999,
by the undersigned sole member.

MEMBER:

AUTO INVESTMENT INC.

By: _____



George M. Taylor, III
Its Secretary

(In accordance with Section 608.408(3), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true.)

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415 OR 608.507, FLORIDA STATUTES, THE UNDERSIGNED LIMITED LIABILITY COMPANY SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the Limited Liability Company is:

Budget Auto Credit, LLC

2. The name and the Florida street address of the registered agent and office are:

C T Corporation System

(Name)

c/o C T Corporation System, 1200 South Pine Island Road

Florida street address (P.O. Box NOT ACCEPTABLE)

Plantation

FL 33324

City/State/Zip

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent as provided for in Chapter 608, F.S..

C T Corporation System

Dale W. Morris

(Signature)

DALE W. MORRIS
ASSISTANT VICE PRESIDENT

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\$ 100.00 Filing Fee for Application
\$ 25.00 Designation of Registered Agent
\$ 30.00 Certified Copy (optional)
\$ 5.00 Certificate of Status (optional)