

NEILL, GRIFFIN, JEFFRIES, FOWLER, TIERNEY & NEILL

CHARTERED

311 SOUTH SECOND STREET

SUITE 200

FORT PIERCE, FLORIDA 34950

RICHARD V. NEILL
CHESTER B. GRIFFIN
MICHAEL JEFFRIES
MICHAEL D. FOWLER
J. STEPHEN TIERNEY, III
RICHARD V. NEILL, JR.
RENÉE C. MARQUIS

April 25, 2000

MAILING ADDRESS:
POST OFFICE BOX 1270
FORT PIERCE, FL 34954
TELEPHONE (861) 464-8200
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Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

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*****78.75 *****78.75

Re: St. Lucie County Auto Dealers Association, Inc.

Dear Sir/Madam:

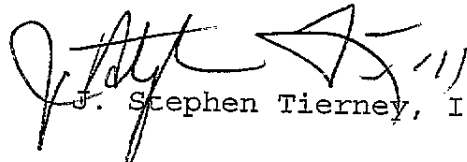
Enclosed are an original and a copy of the Articles of Incorporation of the above referenced corporation. Please file the original, certify and indicate the filing date on the copy, and return the certified copy to me.

Also enclosed is a check covering the fees and charges for the items listed below, as indicated:

A. Articles Of Incorporation filing fee:	\$ 35.00
B. Certified copy of Articles Of Incorporation:	8.75
C. Registered Agent Designation Filing Fee:	35.00
	<u>\$ 78.75</u>

If the corporation name requested is not available, please call us immediately. Thank you for your cooperation.

Sincerely,


J. Stephen Tierney, III

JST/jw
Enclosures

FILED
00 APR 27 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4-27-00
100

ARTICLES OF INCORPORATION
OF

ST. LUCIE COUNTY AUTO DEALERS ASSOCIATION, INC.
(a Florida not-for-profit corporation)

FILED
00 APR 27 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation is ST. LUCIE COUNTY AUTO DEALERS ASSOCIATION, INC.

ARTICLE II - PLACE OF BUSINESS

The place in this state where the principal office of the Corporation is to be located is 5435 South U.S. Hwy. 1, Fort Pierce, Florida 34979-2699, St. Lucie County, Florida.

ARTICLE III - DURATION

This Association shall be of perpetual duration.

ARTICLE IV - PURPOSE

This corporation is organized exclusively for charitable purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 5435 South U.S. Hwy. 1, Fort Pierce, Florida 34979-2699 and the name of the initial registered agent of this corporation at that address is Mary Jo Tierney. The mailing address of the corporation is the same.

ARTICLE VI - BOARD OF DIRECTORS

The corporation shall have thirteen (13) directors and the number of directors may be increased or decreased from time, but may never be less than five (5). The names and addresses of the persons who are the initial directors of this corporation are as follows:

Frank Gonzales
3350 South U.S. 1
Fort Pierce, FL 34982

Liz Ivy
3350 South U.S. 1
Fort Pierce, FL 34982

Ron Shultz
4200 South U.S. 1
Fort Pierce, FL 34982

Mark Floyd
4815 South U.S. 1
Fort Pierce, FL 34982

Bob Caracello
4500 South U.S. 1
Fort Pierce, FL 34982

Mary E. Johnson
2633 South U.S. 1
Fort Pierce, FL 34982

Russ George
5400 South U.S. 1
Fort Pierce, FL 34982

Linda George
5400 South U.S. 1
Fort Pierce, FL 34982

Terry Coffinbarger
5255 South U.S. 1
Fort Pierce, FL 34982

Ed Helfrich
5555 South U.S. 1
Fort Pierce, FL 34982

Mike Wetzel
5435 South U.S. 1
Fort Pierce, FL 34982

Mary Jo Tierney
5435 South U.S. 1
Fort Pierce, FL 34982

Chris Wellings
4405 South U.S. 1
Fort Pierce, FL 34982

The method of election of directors shall be stated in the Bylaws.

ARTICLE VII - RESTRICTIONS

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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 IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - DISSOLUTION OF CORPORATION

Upon the dissolution of the corporation, the assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively

for such proposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IX - OFFICERS.

The affairs of the Association shall be administered by the Officers designated by the Bylaws. The Officers shall be elected by the Board of Directors at its first meeting following the annual meeting of the Association, and they shall serve at the pleasure of the Board of Directors, as provided in the Bylaws.

ARTICLE X - INCORPORATORS

The name and mailing address of the person signing these Articles of Incorporation is:

Mary Jo Tierney
5435 South U.S. Hwy. 1
Fort Pierce, FL 34982

ARTICLE XI - INDEMNIFICATION

This corporation shall indemnify any officer, director, employee, or agent, and any former officer, director, employee, or agent to the full extent permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 19 day of April, 2000


MARY JO TIERNEY

STATE OF FLORIDA
COUNTY OF ST LUCIE

Before me, a notary public authorized to take acknowledgments in the state and county set forth above, personally appeared MARY JO TIERNEY, who is personally known to me or who produced personally known as identification, and who executed the foregoing Articles of Incorporation, and she acknowledged before me that she executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, in the state and county aforesaid, this 19th day of April, 2000.



J. Stephen Tierney, III
MY COMMISSION # 00520215 EXPIRES
April 20, 2003
BONDED THRU TROY FAIR INSURANCE, INC.

[Signature]
NOTARY PUBLIC, STATE OF FLORIDA
AT LARGE.
J. STEPHEN TIERNEY III
(Printed Notary Name)
I.D. Produced 4/20/00
My Commission Expires:

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICES OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

In accordance with the provisions of Chapter 48.091, Florida Statutes, ST. LUCIE COUNTY AUTO DEALERS ASSOCIATION, INC. desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Fort Pierce, County of St. Lucie, State of Florida, has named Mary Jo Tierney, whose address is 5435 South U.S. Hwy. 1, Fort Pierce, Florida 34982 as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named as the registered agent for the above stated corporation at the place designated in this Certificate, I hereby agree to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping said office open.

DATED:

4/19/00

Mary Jo Tierney
MARY JO TIERNEY

FILED
00 APR 27 AM 11:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA