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Enclosed is an original and one (1) copy of the articles of incorporation and a check for:

**ADDITIONAL COPY REQUIRED**

FILED  
00 NOV -9 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NOTE: Please provide the original and one copy of the articles.**

11/17

1.7-26009

**ARTICLES OF INCORPORATION  
OF  
WALLY'S WORLD OF WHEELS, INC.**

FILED  
00 NOV -9 AM 8:05  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned subscriber to these Articles of Incorporation is natural person competent to contract and hereby form a non profit Corporation under Chapter 617 of the Florida Statutes.

**ARTICLE 1 - NAME**

The name of the corporation shall be:

WALLY'S WORLD OF WHEELS, INC. (hereinafter "Corporation")

**ARTICLE 2 - PURPOSE OF CORPORATION**

The Corporation is organized exclusively for charitable, religious, educational, and scientific 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 3 - PROHIBITIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 Second hereof. No substantial part of the activities of the Corporation shall be 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, (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 4 – DIRECTORS

The directors shall be elected by a majority of vote of the Members of this Corporation. The Directors of the Corporation shall be:

Walter Wahlenberg  
Gerald Perez  
Arturo F. Fernandez

## ARTICLE 5 - OFFICERS

The officers of the Corporation shall be:

President: Walter Wahlenberg  
Secretary: Walter Wahlenberg  
Treasurer: Walter Wahlenberg

## ARTICLE 6 – PRINCIPAL OFFICE

The principal office and mailing address of this Corporation is 4242 SW 98 Avenue, Miami, FL 33165.

## ARTICLE 7 - INCORPORATOR

The name and address of the incorporator of this Corporation is:

Walter Wahlenberg  
4242 SW 98 Avenue  
Miami, FL 33165

Walter Wahlenberg - 01-07-00  
Signature/Incorporator Date

**ARTICLE 8 – TERM OF EXISTENCE**

This Corporation shall have perpetual existence.

**ARTICLE 9 – CAPITAL STOCK**

This Corporation shall have no capital stock and shall be composed of members rather than shareholders.

#### ARTICLE 10 – QUALIFICATIONS OF MEMBERSHIP

The categories of membership, qualifications for membership and the manner of admission shall be as set forth in and regulated by the By Laws of the Corporation.

#### ARTICLE 11 – VOTING RIGHTS

Members of the Corporation will have such voting rights as are provided in the By Laws of the Corporation.

#### ARTICLE 12 – LIABILITIES FOR DEBTS

Neither the members nor the members of the Board of Directors or officers of this Corporation shall be liable for the debts of the Corporation.

#### ARTICLE 13 – INITIAL REGISTERED AND STREET ADDRESS

The name and Florida street address of the initial registered agent is:

Walter Wahlenberg  
4242 SW 98 Avenue  
Miami, Fl 33165

#### ARTICLE 14 – EFFECTIVE DATE

These Articles of Incorporation shall be effective immediately upon approval of the Secretary of State, State of Florida.

#### ARTICLE 15 – AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the Members, and approved at a Members meeting by a majority of the Members, unless all the Directors and all the Members sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made.

#### ARTICLE 16 – DISSOLUTION

Upon dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, or the 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 purpose. Any such assets not so disposed shall be disposed by Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### ACCEPTANCE OF REGISTERED AGENT DESIGNATED IN ARTICLES OF INCORPORATION

Having been named as registered agent and to accept service of process for the above stated corporation 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.

X Walter Wahlenberge  
Walter Wahlenberge  
Signature/Registered Agent

10-24-00  
DATE