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Fax Number : (850)205-0380

From:
Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
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BASIC AMENDMENT

GOOD FAITH AUTO CENTRE, INC.

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Amended and Restated Articles of Incorporation

These Amended and Restated Articles of Incorporation were adopted effective April 25, 2001 by the Corporation's Board of Directors pursuant to Section 617.1007, Florida Statutes. None of the amendments required member approval. These Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation, as amended.

Article I. Name

If no old name is listed below, the name of this Florida not-for-profit corporation has not been changed. If the current/new name listed below differs from the old name, the current/new name will become effective upon the filing of this document.

Current/New Name: Good Faith Auto Alliance, Inc.
Old Name: Good Faith Auto Centre, Inc.

Article II. Address

The mailing address of the Corporation is:

13000 Okeechobee Boulevard
Loxahatchee, FL 33470

Article III. Purposes and Powers

The Corporation is organized as a not-for-profit corporation pursuant to, and shall possess all of the powers enumerated in, Chapter 617, Florida Statutes. In addition, The Corporation shall possess the power to transact any and all lawful business, subject to, the limitations contained in the Articles of Incorporation and Bylaws. Any lawful business shall include but is not limited to:

- (i) the promotion of education and community service related to the enhancement of future employment and educational opportunities for underprivileged youth, and
- (ii) the assistance of area individuals exiting the welfare system to overcome some of the transportation hurdles set before them.

Corporate Creations International Inc.
941 Fourth Street #200
Miami Beach, FL 33139
(305) 672-0686

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Article IV. Membership

All persons interested in the purposes of the Corporation are eligible for membership in the Corporation if they are capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and if they comply with the requirements established from time to time in the Bylaws. Members shall have no voting rights or other rights except as provided in the Bylaws.

Article V. Registered Agent

The name and address of the registered agent of the Corporation is:

Corporate Creations Network Inc.
941 Fourth Street #200
Miami Beach, FL 33139

Article VI. Limitations

No part of the net earnings of the Corporation shall inure to the benefit of (or be distributable to) its directors, officers, members 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 any of its purposes. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, except as otherwise provided in Code Section 501(h). The Corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities except those permitted to be carried on by a corporation exempt from federal income tax under Code Section 501(c)(3) or by a corporation contributions to which are deductible under Code Section 170(c)(2).

If the Corporation is at any time deemed to be a private foundation within the meaning of Code Section 509(a), then for the period in which the Corporation is so deemed, the Corporation shall distribute its income for each tax year at such time and in such manner as not to subject the Corporation to tax under Code Section 4942, and the Corporation shall not engage in any act of self dealing as defined in Code Section 4941(d), retain any excess business holdings as defined in Code Section 4943(c), make any investments as to subject the Corporation to tax under Code Section 4944 or make any taxable expenditures as defined in Code Section 4945(d).

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Article VII. Board of Directors

The affairs of the Corporation shall be managed by a Board of Directors consisting of no less than three directors. The number of directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but may never be less than three. The election of directors shall be done in accordance with the Bylaws. The directors shall be protected from personal liability to the fullest extent permitted by law. The name of each member of the Corporation's Board of Directors is:

Keith W. Hurbs
Victor C. Lyerla
Patty Good
Dennis Rogan
Victor Rivers

Article VIII. Dissolution

Upon the dissolution or winding up of the Corporation, the assets remaining after payment (or provision for payment) of the Corporation's debts and liabilities shall be distributed to a not-for-profit corporation, trust, community fund or foundation that has established its tax exempt status under Code Section 501(c)(3).

Article IX. Corporate Existence

The corporate existence of the Corporation shall begin effective upon the filing date of the original Articles of Incorporation.

The undersigned executed these Amended and Restated Articles of Incorporation on the date shown below.

By: 

Name: Keith W. Hurbs
Title: Chairman

Date: 5/1/2001

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