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FLORIDA NON-PROFIT CORPORATION

Suncoast Automotive Trades Association, Inc.

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H04000011156 3

**ARTICLES OF INCORPORATION
OF
SUNCOAST AUTOMOTIVE TRADES ASSOCIATION, INC.**

ARTICLE I

The name of this Corporation is:

Suncoast Automotive Trades Association, Inc.

ARTICLE II

Its initial principal place of business and mailing address is:

7105 Highway 301 South
Riverview, Florida 33569

ARTICLE III

This Corporation is incorporated under the Florida Not-for-Profit Corporation Act, Chapter 617 Florida Statutes, and is irrevocably dedicated to and operated exclusively for non-profit purposes, 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 formed 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 of 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 that provide automotive services and/or sell automotive aftermarket products (collectively the "automotive trades") by promulgating an exchange of ideas, technical knowledge and retailing and wholesaling procedures and providing for the dissemination of information, training, meetings and conventions, and membership benefits;
2. to educate consumers through advertising and other means with the true value of the automotive services, products and repairs available from the member businesses;

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3. to promote standards of ethics, harmony, good will and understanding among its members;
4. to encourage cooperation among persons and companies engaged in the automotive trades, and with regional, national and/or international organizations having similar or complimentary purposes, such as the Florida Automotive Trades Association, Inc.;
5. to serve the public interest; and
6. 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 IV

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 and maintain tax exempt status under Section 501(c)(6) of the Internal Revenue Code of 1986 (or any successor thereto).

ARTICLE V

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 VI

This Corporation is to exist perpetually.

ARTICLE VII

The name and address of the Incorporator is:

Arthur R. Louv, Esquire
Arnold, Matheny & Egan, P.A.
801 North Magnolia Avenue, Suite 201

ARTICLE VIII

The corporation shall be subordinate to and subject to the authority of the Florida Automotive Trades Association, Inc., a Florida not for profit corporation, and may be subordinate to and

H04000011156 3

subject to the authority of other regional, national, and/or international not for profit organizations having similar or complimentary purposes.

ARTICLE IX

A President, one or more Vice Presidents, a Treasurer and a Secretary and such other officers, if any, as are provided in the By-laws, shall manage the business and affairs of the Corporation. Such officers shall be elected as provided for in the By-laws or in any manner consistent with the laws of the State of Florida. Until their successors are so elected, the names of the officers who shall serve are:

Larry Gillespie, 4601 West Highway 60, Plant City, Florida 33567	President
Terry Moore, 1119 West Kennedy Boulevard, Tampa, Florida 33606	Vice President
John Barr, 7015 Highway 301 South, Riverview, Florida 33569	Treasurer
Maurice A. Batista, 29421 Caddyshack Lane, San Antonio, Florida 33576	Secretary

ARTICLE X

Section 1. The number of directors constituting the initial Board of Directors of the Corporation is four (4) and the name and addresses of the persons who are to serve as initial directors are:

Larry Gillespie, 4601 West Highway 60, Plant City, Florida 33567
Terry Moore, 1119 West Kennedy Boulevard, Tampa, Florida 33606
John Barr, 7015 Highway 301 South, Riverview, Florida 33569
Maurice A. Batista, 29421 Caddyshack Lane, San Antonio, Florida 33576

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 four (4) nor more than seven (7).

ARTICLE XI

Section 1. The Directors of the Corporation may provide such By-laws for the conduct of the Corporation's business and the carrying out of its purposes as they may deem necessary.

Section 2. Upon proper notice, the By-laws may be amended, altered or rescinded by the majority vote of the Directors present at any regular meeting or any special meeting called for the purpose.

Section 3. The By-laws of the Corporation shall contain provisions regulating the powers of the Corporation, the directors and members.

ARTICLE XII

The Articles of Incorporation may be amended by a majority of those Directors present at a regular meeting or a special meeting called for said purpose upon notice given as provided for in the By-laws or in any manner consistent with the laws of the State of Florida.

H04000011156 3

ARTICLE XIII

All officers and Directors shall be indemnified by the Corporation as provided in the By-laws of the Corporation.

ARTICLE XIV

Upon dissolution of this Corporation, the Board of Directors, shall after paying or making provisions 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, as amended, or any successor thereto.

ARTICLE XV

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of 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 distribution 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, as amended or any successor thereto.

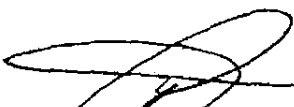
ARTICLE XVI

The name and address of the initial registered agent and the registered office of the Corporation are:

Registered Agent: AM&E Services LLC

Registered Office: 801 N. Magnolia Avenue, Suite 201
Orlando, FL 32803

IN WITNESS WHEREOF, I the undersigned subscribing incorporator, have hereunto set my hand and seal, this 16th day of January, 2004, for the purposes of forming this Corporation not-for-profit under the laws of the State of Florida.



Arthur R. Louv

H04000011156 3

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF CHAPTER 48.091, FLORIDA STATUTES, THE UNDERSIGNED NOT FOR PROFIT CORPORATION SUBMITS THE FOLLOWING STATEMENT TO DESIGNATE A REGISTERED OFFICE AND REGISTERED AGENT IN THE STATE OF FLORIDA.

1. The name of the not for profit corporation is: **SUNCOAST AUTOMOTIVE TRADES ASSOCIATION, INC.**
2. The name and the Florida street address of the registered agent are:

**AM&E Services LLC
801 N. Magnolia Avenue, Suite 201
Orlando, Florida 32802**

Having been named as registered agent and to accept service of process for the above stated not for profit 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.

AM&E Services LLC

By: _____
Arthur R. Louv, President

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