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From-RUDEN, MCCLOSKEY, SMITH, SCHUSTER & RUSSELL, P.A.

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FLORIDA NON-PROFIT CORPORATION

ACS Group, Inc.

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ARTICLES OF INCORPORATION
OF
ACS GROUP, INC.

The undersigned incorporator does hereby make, subscribe, file and acknowledge these Articles of Incorporation for the purpose of organizing a corporation under the Florida Not For Profit Corporation Act ("the Act").

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be:

ACS GROUP, INC.

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 1515 North Westshore Boulevard, Tampa, Florida 33607.

ARTICLE III

PURPOSE

The objects and purposes of the Corporation shall be:

- A. to conduct an organization composed in whole or in part of persons owning motor vehicles or in whole or in part of persons known generally as the traveling public;
- B. to aid in securing the enactment of rational legislation and the formulation of proper rules and regulations governing the use of motor vehicles and other means of travel and the proper administration and observance of same;
- C. to promote understanding among people in the United States, Canada and abroad and to that end to promote and arrange for travel of all kinds by land, sea and air;

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- D. to protect owners and users of motor vehicles and other means of travel and the traveling public in general against unjust and unreasonable legislation and to maintain their lawful rights and privileges;
- E. to promote and encourage in all ways the construction and maintenance of good roads, the improvement of existing highways, the erection of legible warning and direction signs, the issuance of touring information, maps, etc., and in all ways to encourage, develop and provide safe and convenient travel conditions, services and facilities, including highways, air ways, sea ways and any other means of travel;
- F. to sponsor, encourage and promote safety education in schools and furnish such materials and supplies as may be useful in connection therewith;
- G. to advance in every way the best interest of owners and users of motor vehicles and the traveling public in general;
- H. to inform and educate the traveling public and all motorists in the principles of traffic and travel safety and in other matters concerning travel and motorists in general;
- I. to encourage both domestic and international travel by members and by the general public, to make travel arrangements for such travel services, and to generally operate as a travel agency;
- J. to do any and all things useful and convenient to reduce the costs of travel by automobile or otherwise; and to operate an all inclusive travel service;
- K. to provide a full array of financial and insurance services;

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L. to carry out and accomplish all or any part of the objects and purposes herein set forth in any lawful manner, either as principal or agent, directly or indirectly, through the use of agents, subsidiary and affiliated companies or any combination thereof;

M. to conduct and operate business processes of any kind or character on behalf of one or more AAA Clubs or CAA Clubs;

N. to conduct research and development of any kind or character; and

O. to engage in and transact any or all lawful business consistent with the purposes herein set forth.

Enumeration of the special purposes and powers herein set forth shall not be considered as a limitation upon the purposes and powers of this Corporation, but in addition thereto, the Corporation shall have all the purposes and powers now or hereafter conferred by the laws of the State of Florida upon corporations organized under the Florida Not For Profit Corporation Act, and any and all acts amendatory thereof and supplemental thereto.

ARTICLE IV

DIRECTORS

The Directors of the Corporation shall be elected in accordance with the procedures set forth in the Bylaws.

ARTICLE V

MEMBER(S)

The Membership of this Corporation shall be determined in accordance with the procedures set forth in the By-Laws.

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ARTICLE VI

BY-LAWS

By-Laws shall be adopted, altered, amended or replaced by a majority vote of the Board of Directors and as provided in the By-Laws themselves. The By-Laws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE VII

TERM

The term for which this Corporation exists shall be perpetual.

ARTICLE VIII

AMENDMENTS

These Articles of Incorporation may be amended by a majority vote of the Board of Directors of this Corporation at any Annual, Regular, or Special Meeting of said Board of Directors, provided, unless waived by a majority of the Board of Directors, that written notice of the proposed amendment to be presented to the Board shall have been given to each Director at least thirty (30) days before any Meeting thereof.

ARTICLE IX

INDEMNIFICATION

A. To the fullest extent permitted by the laws of the State of Florida as the same exist or may hereafter be amended, a Director of the Corporation shall not be personally liable to the Corporation or its Member(s) for monetary damages for breach of fiduciary duty as a Director.

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B. The Corporation shall indemnify to the fullest extent permitted by law any person (including such person's heirs and successors in interest) made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative, or investigative by reason of the fact that such person is or was a Director or Officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a Director or Officer at the request of the Corporation or any predecessor to the Corporation.

C. Neither any amendment nor repeal of this Article IX, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article IX, shall eliminate or reduce the effect of this Article IX, in respect of any matter occurring, or any action proceeding or accruing or arising or that, but for this Article IX, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

D. Any further provisions pertaining to indemnification shall be set forth in the By-Laws.

ARTICLE X

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of this Corporation is 1515 North Westshore Boulevard, Tampa, Florida 33607, and the name of the initial registered agent at that address is Thomas E. O'Brien.

ARTICLE XI

INCORPORATOR

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

Thomas E. O'Brien
1515 North Westshore Boulevard
Tampa, Florida 33607

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IN WITNESS WHEREOF, I have hereunto subscribed my hand and seal this 10th day of

June, 2004.

Thomas E. O'Brien
Thomas E. O'Brien, Incorporator

THE UNDERSIGNED, named as the registered agent in Article X of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act, including specifically Section 617.0503 thereof.

Thomas E. O'Brien
Thomas E. O'Brien

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