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FLORIDA NON-PROFIT CORPORATION

GULF COAST HONDA ADVERTISING ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
GULF COAST HONDA ADVERTISING ASSOCIATION, INC.
(A Corporation Not-for-Profit)**

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THE UNDERSIGNED subscriber of these Articles of Incorporation hereby proposes the incorporation under Chapter 617, Florida Statutes, of a corporation not for profit, and hereby makes, subscribes, acknowledges, and files with the Secretary of State of Florida, Articles of Incorporation, and respectfully requests their approval.

ARTICLE I

Name

The name of the corporation shall be GULF COAST HONDA ADVERTISING ASSOCIATION, INC.

ARTICLE II

Address and Place of Business

The mailing address and principal place of business for the corporation is:

GULF COAST HONDA ADVERTISING ASSOCIATION, INC.
11000 N. Florida Avenue
Tampa, Florida 33612

ARTICLE III

Period of Duration

The corporation shall begin existence on the day of filing, and shall continue into perpetuity, or until dissolved in a manner provided by law or by regulations adopted by the Members of the corporation.

ARTICLE IV

Purposes and Activities

The purpose or purposes for which the corporation is organized are:

1. To engage in the business of advertising and promoting the sale of automobiles manufactured by American Honda Motor Company.
2. To make and carry out contracts of every kind that may be necessary or conducive to the accomplishment of any of the purposes of this corporation.

James W. Goodwin, #375519
Macfarlane Ferguson & McMullen
201 North Franklin Street, Suite 2000
Tampa, Florida 33602
(813) 273-4200

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3. To purchase, acquire, apply for, secure, hold or to own any and all copyrights, trade marks, trade names and distinctive marks; and license, lease or authorize the use thereof by other persons, firms or corporations.
4. To buy, sell, exchange and deal in all classes of personal property only insofar as is necessary or incidental to carrying on the business of advertising and promoting the sale of automobiles manufactured by American Honda Motor Company.
5. To do any and all things, necessary, suitable or proper for the accomplishment of any of the purposes or for the attainment of any of the objects for the exercise of any other powers herein set forth, whether herein specified or not, either alone or in connection with other firms, individuals or corporations.

ARTICLE V

Powers

This corporation shall have and exercise only such powers as are required by and are consistent the purposes enumerated in Article IV above. Within these limitations, this corporation may acquire and receive property of every kind by any legal means, whether by purchase, conveyance, lease, gift, grant, bequest, legacy, devise or otherwise, and whether in trust or otherwise; own, hold, manage, expend, and make gifts, grants, and contributions of, and convey, transfer, and dispose of any property and the income thereof to further any of the purposes of this corporation; lease, mortgage, encumber, any such property; and exercise any other powers that are consistent with the foregoing purposes and that are afforded to this corporation under the Florida Not for Profit Corporation Act.

ARTICLE VI

Restrictions

Notwithstanding any other provisions of these Articles, the restrictions set forth in this Article VI shall govern the activities of this corporation.

This corporation shall not engage in any activity which may not be carried on by an organization which is exempt from federal income taxation under Section 501 (a) of the Code by virtue of being described in Section 501(c)(6) of the Code

This corporation shall not, incidentally or otherwise, afford or pay any pecuniary gain, dividends, or other pecuniary remuneration to its members, and no part of the net income or net earnings of this corporation shall, directly or indirectly, inure to the benefit of or be distributed to any member, director, officer or other private individual. This corporation shall not lend any of its assets to any officer, director, or member of this corporation, or guarantee to any person the payment of a

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loan by any officer, director, or member of this corporation. Nonetheless, this corporation may pay reasonable compensation for services rendered and for supplies furnished to this corporation in furtherance of the purposes set forth in Article IV above.

This corporation shall not, as a substantial part of its activities, attempt to influence legislation by propaganda or otherwise. This corporation shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office (whether the publishing or distributing of statements or otherwise).

ARTICLE VII **Board of Directors**

The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors, which shall consist of not less than three (3) individuals. The Bylaws of this corporation shall specify the qualifications, term of office, method of election, powers, authority, and duties of the directors of this corporation, the time and place of their meetings, and such other provisions with respect to them as are not inconsistent with the expressed provisions of these Articles of Incorporation.

Initial Board of Directors. The names and addresses of the initial directors of the corporation are:

<u>Name</u>	<u>Address</u>
William A. Long	11000 N. Florida Avenue Tampa, FL 33612
Thomas R. Wood	8425 US Highway 19 Port Richey, FL
Michael H. Cooley	7671 US Highway 19 N Pinellas Park, FL 33781

ARTICLE VIII **Members**

This corporation shall have no voting members. Any action that would otherwise require member approval under Florida law shall be taken upon approval by the Board of Directors. The Board of Directors may establish one or more classes of nonvoting members upon such terms and conditions as it from time to time deems appropriate.

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ARTICLE IX
No Personal Liability

The officers and directors of this corporation shall not be personally liable to any extent whatsoever for any debts or obligations of this corporation, nor shall any property of any officer or director be subject to the payment of the debts or obligations of the corporation.

ARTICLE X
Capital Stock

This corporation shall have no capital stock, either authorized or issued.

ARTICLE XI
Written Actions

An action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed by all of the directors, except for an action which does not require member approval, which may be signed by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. When an action is taken by less than all of the directors, all directors must be notified immediately of its text and effective date.

ARTICLE XII
Dissolution

This corporation may be dissolved in accordance with the Laws of the State of Florida. Upon dissolution of this corporation, and after the payment of all liabilities and obligations of this corporation and all costs and expenses incurred by this corporation in connection with such dissolution, and subject always to the further provisions of this Article XII, any remaining property shall be distributed to one or more organizations that are exempt from federal income taxation under 501(a) of the Code by virtue of being described in Section 501(c)(6) of the Code, or to the United States government, or to the State of Florida, or any political subdivision or agency of the State for exclusively public purposes, all in such proportions as shall be determined (i) by the Board of Directors of this corporation if the dissolution of this corporation is not required by the laws of the State of Florida then in existence to be conducted under court supervision, or (ii) by a court of competent jurisdiction if the dissolution of this corporation is required by the Laws of the State of Florida then in existence to be conducted under court supervision. Notwithstanding anything

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apparently or expressly to the contrary contained in this Article XII, if any assets are then held by this corporation in trust or upon condition or subject to any executory or special limitation, and if the condition or limitation occurs by reason of the dissolution of this corporation, such assets shall revert or be returned, transferred, or conveyed in accordance with the terms and provisions of such trust, conditions, or limitations, provided that such assets shall not be distributed to the corporation's directors or officers.

ARTICLE XIII
Incorporator

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

James W. Goodwin, Esq. #375519
Macfarlane Ferguson & McMullen
201 N. Franklin Street, Suite 2000
Tampa, Florida 33602

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation this
9th day of September, 2004.


James W. Goodwin, Esq.
Attorney and Authorized Representative

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

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED CORPORATION SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF
FLORIDA.

1. The name of the corporation is: GULF COAST HONDA ADVERTISING
ASSOCIATION, INC.
2. The name and address of the registered agent and office is:

William A. Long
11000 North Florida Avenue
Tampa, Florida 33602

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.

Dated this 9th day of September, 2004.

William A. Long
William A. Long

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