

NO6600000967

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

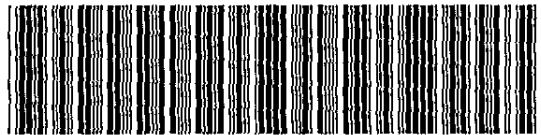
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100064273541

01/30/06--01041--006 **78.75

FILED

05 JAN 30 PM 1:30

06 JAN 30 AM 11:40
DIVISION OF REGISTRATION

ATTORNEYS' TITLE

Requestor's Name

1965 Capital Circle NE, Suite A

Address

Tallahassee, Fl 32308

City/St/Zip

850-222-2785

Phone #

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1- Tri-County Honda Dealers Advertising Association, Inc.

2-

3-

4-

☒ Walk-in

☐ Pick-up time ASAP

☒ Certified Copy

☐ Mail-out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input checked="" type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

Examiner's Initials

**ARTICLES OF INCORPORATION
OF
TRI-COUNTY HONDA DEALERS ADVERTISING ASSOCIATION, INC.**
A Florida not-for-profit Corporation

The undersigned incorporator, for the purpose of forming a corporation under the Florida Not-For-Profit Corporation Act, hereby adopts the following Articles of Incorporation:

**ARTICLE ONE
NAME**

1.01 The name of the corporation shall be: Tri-County Honda Dealers Advertising Association, Inc. (herein referred to as the "Association").

**ARTICLE TWO
INITIAL PRINCIPAL OFFICE**

2.01 The street address and mailing address of the initial principal office of the Association shall be: 3707 Davis Blvd., Naples, Florida 34104.

**ARTICLE THREE
PURPOSE; POWERS; NOT-FOR-PROFIT**

3.01 The purposes for which the Association is formed is to advertise and promote the sale of products and services of the Honda franchised dealers who are members of the Association (herein referred to as the "Members"), and to establish, conduct, and manage advertising campaigns, exhibitions, displays and demonstrations in furtherance thereof. In addition, the Association is authorized to engage in any lawful practices or affairs which are not inconsistent with the foregoing purposes.

3.02 For the accomplishment of its purposes, the Association shall have all of the powers available and granted to it under the common law and the laws of the State of Florida, except as limited or modified by these Articles of Incorporation or the By-laws.

3.03 The Association is organized and shall exist on a non-stock basis as a corporation not-for-profit under the laws of the State of Florida, and no portion of any earnings of the Association shall be distributed to or inure to the private benefit of any Member, director or officer of the Association.

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06 JAN 30 PM 1:30
CLERK OF DISTRICT COURT
NAPLES, FLORIDA

**ARTICLE FOUR
DIRECTORS AND OFFICERS**

4.01 The affairs of the Association will be administered by a Board of Directors consisting of the number of directors determined by the Bylaws, but not less than three (3) directors, and in the absence of such determination shall consist of three (3) directors.

4.02 Directors of the Association shall be elected by the Members in the manner determined by the Bylaws. Directors may be removed and vacancies of the Board of Directors shall be filled in the manner provided by the Bylaws.

4.03 The affairs of the Association shall be conducted by the officers designated in the Bylaws. The officers shall be elected by the Board of Directors and shall serve at the pleasure of the Board.

**ARTICLE FIVE
INITIAL REGISTERED AGENT AND STREET ADDRESS**

5.01 The name and Florida street address of the initial registered agent of the Association are: Samuel Rusinik, 3707 Davis Blvd., Naples, Florida 34104.

**ARTICLE SIX
INCORPORATOR**

6.01 The name and address of the incorporator to these Articles of Incorporation is: Samuel Rusinik, 3707 Davis Blvd., Naples, Florida 34104.

**ARTICLE SEVEN
BY-LAWS**

7.01 The power to adopt, alter, amend or repeal the By-Laws shall be vested in the Board of Directors.

**ARTICLE EIGHT
AMENDMENTS**

8.01 The Association reserves the right to amend or repeal any provision contained in these Articles of Incorporation, or any amendment thereto, through its Board of Directors, which action shall require a majority vote of the Board of Directors.

**ARTICLE NINE
INDEMNIFICATION**

9.01 To the fullest extent permitted by Florida law, the Association shall indemnify and hold harmless every director and every officer of the Association against all expenses and liabilities, including attorneys fees, actually and reasonably incurred by or imposed on him or her

in connection with any legal proceeding (or settlement or appeal of such proceeding) to which he or she may be a party because of being or having been a director or officer of the Association. The foregoing right of indemnification shall not be available if a judgment or other final adjudication establishes that the director's or officer's actions or omissions to act were material to the cause adjudicated and involved: (i) willful misconduct or a conscious disregard for the best interests of the Association, in a proceeding by or in the right of the Association to procure a judgment in its favor; (ii) a violation of criminal law, unless the director or officer had no reasonable cause to believe his or her action was unlawful or had reasonable cause to believe his or her action was lawful; or (iii) a transaction from which the director or officer derived an improper personal benefit. The foregoing rights of indemnification shall be in addition to and not exclusive of all other rights to which a director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned incorporators have executed these Articles of Incorporation on this 27th day of January, 2006.

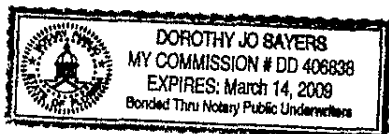
Samuel Rusnik
Samuel Rusnik, Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 27th day of January, 2006, by Samuel Rusnik, who is personally known to me or has produced FL. Driver's License as identification. NOTE: If a type of identification is not inserted in the blank provided, then the person executing this instrument was personally known to me.

My commission expires

Dorothy Jo Sayers
Notary Public
Dorothy Jo Sayers
Typed, Printed or Stamped Name



ACCEPTANCE BY REGISTERED AGENT

Having been named as Registered Agent to accept service of process for the above-stated corporation at the place designated in the above Articles of Incorporation, I hereby accept the appointment as Registered Agent and agree to act in such capacity. I further agree to comply with the provisions of all Florida 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: JAN 27 '06

Samuel Rusnik
Samuel Rusnik, Registered Agent

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06 JAN 30 PM 1:30
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA