

**No700000/958**

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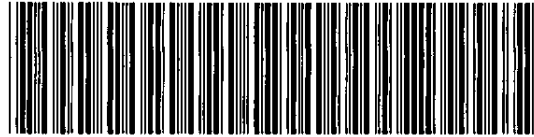
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

EFFECTIVE DATE  
NOV. 30, 2013

**C. LEWIS**  
NOV 25 2013  
**EXAMINER**

To: Caroline Lewis

**COVER LETTER**

TO: Amendment Section  
Division of Corporations

NAME OF CORPORATION: Auto Club International, Inc.

DOCUMENT NUMBER: NO7000001958

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

⊕ Angie Fausett OR Steve Roddenberry

Name of Contact Person

Pennington, P.A. - 222-3533

Firm/Company

Tallahassee

Address

City/State and Zip Code

Please expedite if possible.

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

⊕ Angie Fausett OR  
Steve Roddenberry at ( ) 222-3533

Name of Contact Person

Area Code & Daytime Telephone Number

Please call  
When ready for pick  
up.

Enclosed is a check for the following amount made payable to the Florida Department of State:

- |  |   |   |  |
|--|---|---|--|
| <input type="checkbox"/> \$35 Filing Fee | <input type="checkbox"/> \$43.75 Filing Fee & Certificate of Status | <input checked="" type="checkbox"/> \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed) | <input type="checkbox"/> \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed) |
|--|---|---|--|

**Mailing Address**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

If I am not here please ask for  
Steve Roddenberry so he can  
handle in my absence.

Carolini,

Below is the email received from our client describing what happened when they filed on 11/12/13 and what needs to happen. Hope it helps. And thanks for all of your help!! Appreciate it!

We need to amend and restate the articles of incorporation for Auto Club International, Inc., a Florida not for profit corporation ("ACI"), effective November 30, 2013, in connection with the November 30 closing date of our affiliation with Automobile et Touring Club du Quebec. We are also changing certain of the directors and officers of ACI concurrent with the November 30 effective/closing date.

Angie

We filed the amended ACI articles with the Amendment Section of the Florida Division of Corporations ("FDC") in Tallahassee on November 12, with an effective date of November 30. On reviewing the filed document on the sunbiz.org website this afternoon, I discovered two errors in the filing that we need to correct prior to November 30, as follows:

- \* A two page list of ACI director/officer changes was inadvertently included in the middle of the amended articles. This should be removed.
- \* Paul A. Pelletier should be included as one of the change actions on the director/officer listing. He is currently President of ACI; effective November 30, he will become a director (but will no longer be President).

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF**

**AUTO CLUB INTERNATIONAL, INC.**

Pursuant to Section 617.1007 of the Florida Not For Profit Corporation Act, Auto Club International, Inc. (the "Corporation") certifies that:

1. AUTO CLUB INTERNATIONAL, INC. was incorporated on February 23, 2007.
2. These Amended and Restated Articles of Incorporation were adopted by the requisite vote of the Board of Directors of the Corporation by Resolution dated August 26, 2013, and also were approved, pursuant to the Bylaws of the Corporation, by the Corporation's two Corporate Members, The Auto Club Group and Automobile et Touring Club du Québec (A.T.C.Q.), by Resolution dated August 26, 2013 and duly adopted by the requisite vote of the respective Board of Directors of each Corporate Member. Other than the two Corporate Members, there are no other members of the Corporation entitled to vote.
3. The Amended and Restated Articles of Incorporation are amended and restated in their entirety to read as follows:

**ARTICLE I**

**Name**

The name of this Corporation shall be Auto Club International, Inc.

**ARTICLE II**

**Principal Office**

The street address of the 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 to facilitate increased synergies, efficiencies, and best practice sharing between The Auto Club Group, a Michigan not for profit corporation ("ACG"), and Automobile et Touring Club du Québec (A.T.C.Q.), a not for profit corporation continued under the Canada Not-for-profit Corporations Act ("ATCQ"), as well as solidify ACG's and ATCQ's commitment to a lasting, mutually cooperative relationship while respecting legal, regulatory, cultural, and linguistic distinctions between ACG and ATCQ, as set forth in more detail in the Bylaws of the Corporation.

Enumeration of the objects and purposes herein set forth shall not be considered as a limitation upon the objects and purposes of the Corporation, but in addition thereto, the Corporation shall have all the objects, 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 composition of the Board of Directors, including the number of directors serving, the increase or decrease in number of directors and the method of their election or appointment shall be determined in accordance with the procedures set forth in the Bylaws.

## ARTICLE V

### Members

The Corporation shall have one class of member known as the "Corporate Member".

The sole Corporate Member as of the date hereof shall be ACG.

## ARTICLE VI

### Bylaws

Bylaws shall be adopted, altered, amended or replaced as provided in the Bylaws themselves.

The Bylaws 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 members of the Board of Directors of the Corporate Member of this Corporation.

## ARTICLE IX

### Indemnification

The Corporation shall indemnify persons for such acts as are more particularly provided in the Corporation's Bylaws.

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TALLAHASSEE, FLORIDA

## ARTICLE XI

### Incorporators

The names and street addresses of the Incorporators of this Corporation are:

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

and

Paul A. Pelletier  
1355 Chemin du Fleuve  
Saint Romuald  
Québec G6W 6Z6 Canada

## ARTICLE XII

### Effective Date

The effective date of filing of these Amended and Restated Articles of Incorporation shall be November 30, 2013 at 12:01 a.m.

These duly adopted Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to them.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 7th day of November, 2013.

AUTO CLUB INTERNATIONAL, INC.

By: Gloria G. Freud  
Gloria G. Freud, Secretary

**AUTO CLUB INTERNATIONAL, INC.  
DIRECTOR/OFFICER LISTING AS OF NOVEMBER 30, 2013**

**Board of Directors**

<u>Name</u>	<u>Address</u>
Thomas M. Hudson, Jr.	1 Auto Club Drive Dearborn, Michigan 48126-4213
William O. McCormack	1 Auto Club Drive Dearborn, Michigan 48126-4213
Paul A. Pelletier	444, Rue Bouvier, Quebec City Quebec G2J1E3 CANADA
Charles H. Podowski	1 Auto Club Drive Dearborn, Michigan 48126-4213
René Proulx	444, Rue Bouvier, Quebec City Quebec G2J1E3 CANADA
Robert R. Sharp	1515 N. Westshore Drive Tampa, Florida 33607
Jacques Valotaire	444, Rue Bouvier, Quebec City Quebec G2J1E3 CANADA

**Officers**

<u>Name</u>	<u>Address</u>
Paul A. Pelletier, Chair	444, Rue Bouvier, Quebec City Quebec G2J1E3 CANADA
Charles H. Podowski, President & CEO	1 Auto Club Drive Dearborn, Michigan 48126-4213
Sean H. Maloney, CFO & Treasurer	1 Auto Club Drive Dearborn, Michigan 48126-4213
Gloria G. Freud, Secretary	1 Auto Club Drive Dearborn, Michigan 48126-4213