

To: The Florida Dept. of State
Subject: 000855.85371

From: Ashley Smith

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000855.85371

FLORIDA PROFIT/NON PROFIT CORPORATION

SOUTHERN CHEVROLET DEALERS - PANAMA CITY ADVERTISING

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DIVISION OF CORPORATIONS

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**Articles of Incorporation of
Southern Chevrolet Dealers –
Panama City Advertising Inc.**

KNOW ALL MEN BY THESE PRESENTS: That the undersigned do hereby associate ourselves together for the purpose of forming a non-profit, non-stock corporation under Chapter 617 of the Florida Statutes, the Florida Not For Profit Corporation Act and for that purpose do hereby certify and adopt the following Articles of Incorporation:

ARTICLE I: NAME AND LOCATION

The name of the corporation shall be: Southern Chevrolet Dealers – Panama City Advertising Inc. and its principal office shall be located at 2251 West 23rd Street, Panama City, Florida 32405.

ARTICLE II: PURPOSES

Section 1: That the sole purpose for which this corporation is formed is to advertise and promote the products and services of Chevrolet dealers, who are members of the corporation.

Section 2: The general purpose for which this corporation is formed and the activities and objectives to be carried on by it are:

- (a) To foster and promote retail trade and commerce in connection with the products and services of the members, and to protect the same from unjust and unlawful exactions and impositions.
- (b) To foster and promote the interest of those persons, firms and corporations engaged in the retailing of Chevrolet vehicles in the Panama City DMA (Designated Market Area – a television advertising market as defined by Nielsen Media Research, Inc.).
- (c) To conduct and operate means and places of disseminating information relative to the use of motor vehicles and to promote the sale of motor vehicles, and for such purposes to establish, conduct and manage advertising and promotional campaigns, exhibitions, display tests, trials, and demonstrations.
- (d) To promote the establishment and maintenance of a high standard of business ethics by members of the corporation and by all other automobile dealers, and to discourage the use of false or misleading advertising or any other business practice, which may be detrimental to the public and to the retail automobile industry.

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ARTICLE III: NON-STOCK and NON-PROFIT

This corporation shall have no capital stock, and no share of stock in the corporation shall be issued. This corporation does not contemplate the carrying on of a business, trade, avocation or profession for profit, and does not contemplate the making or distributing of any pecuniary gains or profits to its members.

ARTICLE IV: POWERS

The corporation shall have all of the powers, not contrary to law or the statutes of the State(s) of Florida, incident to, or necessary to carry out the purposes for which it is formed.

Specifically, and without limiting the generality of the foregoing, the corporation shall have the following powers:

- (a) To receive property by gift, devise or bequest, and otherwise acquire, purchase, hold, and convey all property, both real and personal, including shares of stock, bonds, and securities of other corporations.
- (b) To convey, exchange, lease, sell, mortgage, encumber, or otherwise dispose of all property, real and personal.
- (c) To borrow money, contract debts, and issue notes, bonds, bills, or evidences of indebtedness to secure the performance of its obligations.
- (d) To appoint such subordinate agents or officers as the business may require, and to make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

ARTICLE V: DURATION

The duration of the corporation shall be perpetual.

ARTICLE VI: BY-LAWS

At the first meeting of the members of this corporation, there shall be adopted corporate By-Laws, which shall prescribe the manner in which, and the officers and agents by whom, the purposes of the corporation shall be carried out, and the manner in which the By-Laws shall be adopted by the vote of a majority of all the members of the corporation.

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ARTICLE VII: MEMBERSHIP

The rights, terms, obligations, conditions, rules, privileges, qualifications, admission, suspension and termination of membership of the members of this corporation shall be set forth in the corporate By-Laws, and shall be binding upon the subscribers hereto and upon all subsequent members of the corporation.

ARTICLE VIII: DIRECTORS

The business and affairs of the corporation shall be managed by a Board of Directors, which shall be composed of not less than three (3) members of the corporation. The initial number of Directors for the corporation shall be three (3) and the names and addresses of the initial Directors who shall manage the affairs of the corporation until the first meeting of its members and until their successors are elected and qualified from the date these Articles of Incorporation are filed with the Secretary of the State of Florida are as follows:

NAME	ADDRESS
Bill Cramer	2251 West 23rd Street, Panama City, Florida 32405
Ricky Miller	4204 West Lafayette, Marianna, Florida 32446
Bill Doremus	2251 West 23rd Street, Panama City, Florida 32405

The number of Directors may be increased or decreased within the foregoing limitations, by appropriate provision in the By-Laws of the corporation.

The Board of Directors shall be elected by cumulative voting by members, so that in the election of Directors, each member of the corporation shall have the right to cast the number of votes equal to the number of Directors to be elected, and he may cast all such votes for one candidate or he may distribute them among any two or more candidates.

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ARTICLE IX: AUTHORITY OF DIRECTORS

The Board of Directors of the corporation shall have all the power and authority granted by the statutes of the State of Florida under which the corporation is formed, and in addition thereto, shall have the power and authority vested in it by the By-Laws of the corporation.

ARTICLE X: FIRST MEETING

The initial director(s) listed above shall take action by written consent or any one or more of them shall cause to be called a first meeting of the directors of the corporation, by giving not less than seven (7) days' written notice of the time and place of the said meeting to each of the directors. In such written consent or at such meeting, the By-Laws of the corporation shall be adopted and there shall be elected a President, Vice President, Secretary, and Treasurer of the corporation, and such other officers as may be provided for in the corporate By-Laws.

ARTICLE XI: REGISTERED AGENT

The name and address of the registered agent is:

100 N. Tampa St., Suite 3500
Tampa, Florida 33602
Attn: Robert Sickles, Esq.

IN WITNESS WHEREOF, the undersigned incorporator of the above-named corporation, have hereunto set my hands this 15 day of April 2008.

(Signature Line)

Bill Cramer

2251 West 23rd Street
Panama City, Florida 32405

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ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

The undersigned is familiar with the obligations of the registered agent and hereby accepts the appointment to serve as the initial Registered Agent of Southern Chevrolet Dealers -- Panama City Advertising, Inc.

By:


Name: Robert E. Sickles

Dated the 17th day of April, 2008.

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