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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

THE REVS INSTITUTE FOR AUTOMOTIVE RESEARCH, INC.

(A Florida Not For Profit Corporation)

Pursuant to the provisions of Section 617.1007, Florida Statutes, The Revs Institute for Automotive Research, Inc., a Florida not for profit corporation, whose Articles of Incorporation were originally filed on June 24, 2008, hereby adopts the following Amended and Restated Articles of Incorporation which amend and restate the Articles of Incorporation to read as follows below. The Board of Directors of the Corporation adopted the below Amended and Restated Articles of Incorporation on JULY 14, 2015, as there are no members of the Corporation.

**ARTICLE I
NAME**

The name of this corporation shall be The Revs Institute for Automotive Research, Inc. (hereinafter called the "Corporation").

**ARTICLE II
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The street address of the initial principal office and the mailing address of the Corporation is 9045 Strada Stell Court, Suite 500, Naples, Florida 34109.

**ARTICLE III
PURPOSE**

This Corporation is a not for profit corporation, organized and operated exclusively for scientific, educational and charitable purposes, within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and not for pecuniary profit and more specifically, the Corporation is organized and shall be operated exclusively to carry out the following purposes:

- (a) To perform feasibility studies and evaluations regarding the establishment and operation of an historical automotive museum;
- (b) To accept, hold, administer, invest and disburse for scientific, educational and charitable purposes such funds or property as may from time to time be given to it by any person, persons, or corporations, or earned by it in its activities;
- (c) To establish and operate an automotive research museum for the purpose of education and research in the field;

(d) To establish contacts and relationships with higher educational institutions and research facilities;

(e) To participate in any activity designed and implemented to promote the foregoing charitable purposes of the Corporation; and

(f) To conduct any and all such other activities as are lawful and proper for corporations formed under the Florida Not For Profit Corporation Act and Section 501(c)(3) of the Code that are in furtherance of and support of the foregoing purposes.

ARTICLE IV **MEMBERSHIP**

The Corporation shall have no members.

ARTICLE V **REGISTERED OFFICE AND AGENT**

The name and address of the Registered Agent is Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

ARTICLE VI **BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors. The number of Directors shall initially be three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws of the Corporation, but shall never be fewer than three. The manner of election of members of the Board of Directors shall be regulated by the Bylaws of the Corporation.

ARTICLE VII **DISSOLUTION**

The Corporation may be dissolved or merged out of existence only by a unanimous vote of the Board of Directors. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or corresponding provisions of any subsequent federal tax laws, as selected by the Board of Directors.

ARTICLE VIII **LIMITATIONS**

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes. No substantial part of the activities

of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise provided in subsection (h) of section 501 of the Code), and the Corporation shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IX INDEMNIFICATION

Each person (including here and hereinafter, the heirs, executors, administrators, or estate of such person) (a) who is or was a director of the Corporation, (b) who is or was an officer, agent or employee of the Corporation and as to whom the Corporation has agreed to grant such indemnity hereunder, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, officer, trustee, partner, agent, or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity hereunder, shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or by current or future judicial or administrative decision (but, in the case of any future legislation or decision, only to the extent that it permits the Corporation to provide broader indemnification rights than permitted prior to the legislation or decision); against all fines, liabilities, settlements, losses, damages, costs and expenses, including attorneys' fees, asserted against him or incurred by him in his capacity as such member, director, officer, trustee, partner, agent, employee or representative, or arising out of his status as such member, director, officer, trustee, partner, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking indemnification may be entitled.

ARTICLE X AMENDMENTS

Article I and Article VII of these Amended and Restated Articles of Incorporation may only be amended by a unanimous vote of the Board of Directors.

I have hereunto subscribed my name this 14th day of July, 2015.


Miles C. Collier, Director