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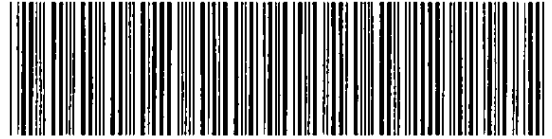
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Thank you!



**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
REVS INSTITUTE INC.  
(A Florida Not For Profit Corporation)**

**FILED**  
**2024 OCT 18 AM 11:35**  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 617.1007, Florida Statutes, Revs Institute Inc., a Florida not for profit corporation, whose Articles of Incorporation were originally filed on June 24, 2008, amended and restated on July 14, 2015 (filed on July 27, 2015), and further amended on December 9, 2016, June 6, 2019, and November 12, 2020, 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 22, 2024, adding members to the Corporation.

**Article I.  
NAME**

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

**Article II.  
PRINCIPAL OFFICE AND/OR MAILING ADDRESS**

The address of the principal office and/or the mailing address of the Corporation is 2500 Horseshoe Drive South, Naples, Florida 34104.

**Article III.  
PURPOSE**

This Corporation is a not for profit corporation, organized and operated exclusively for scientific, charitable, and educational purposes as defined in 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 a 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**

Any person, trust, corporation, partnership, association, or organization, who is interested in the purposes of the Corporation, who is capable of contributing to the achievement of those purposes and the effective operation of the Corporation, and who complies with the requirements established from time to time by the Bylaws, shall be eligible for membership.

**Article V.**  
**REGISTERED OFFICE AND AGENT**

The street address of the registered office of the Corporation is 5811 Pelican Bay Boulevard, Suite 650, Naples, Florida 34108; and the name of the Corporation's registered agent at that address is HL Statutory Agent, Inc.

**Article VI.**  
**BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of Directors consisting of no less than three (3) Directors. 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 less than three. The manner of election of Directors shall be regulated by the Bylaws.

**Article VII.**  
**DISSOLUTION**

The Corporation may be dissolved or merged out of existence only upon the unanimous vote of the Board of Directors approved by the unanimous vote of the members. 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 and approved by the members.



**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, members, 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 decision 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 her, or incurred by him or her in their respective capacity as such member, director, officer, trustee, partner, agent, employee, or representative, or arising out of his or her 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**

These Articles of Incorporation may be amended by the unanimous vote of members or by the unanimous vote of the Board of Directors approved by the members.



IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation effective on this 22 day of July 2024.

  
\_\_\_\_\_  
Robert A. Walton, Director

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2024 OCT 18 AM 11:35  
TALLAHASSEE, FLORIDA