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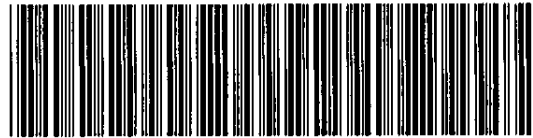
(Business Entity Name)

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J. Shivers MAR 27 2009

**Akerman Senterfitt**  
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Tallahassee, FL 32301  
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March 27, 2009

**VIA HAND DELIVERY**

Registration Section  
Florida Department of State  
Division of Corporation  
2661 Executive Center Circle West  
Tallahassee, FL 32301

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Re: The Auto Appraisal Institute (AAI)**

To Whom it May Concern:

Attached please find the original and one copy of the Articles of Incorporation for The Auto Appraisal Institute (AAI) to transact business in the State of Florida as a Not For Profit Corporation, as well as a check in the amount of \$70.00. Please file stamp the copy for our records.

If anything further is needed please do not hesitate contacting me at the above referenced number.

Sincerely,

**AKERMAN SENTERFITT**



Lisa M. Shelnut  
Legal Administrative Assistant to  
J. Martin Hayes

Enclosures

## **ARTICLES OF INCORPORATION**

J. Martin Hayes, acting as incorporator of a corporation under the Florida Not For Profit Corporation Act, adopt the following Articles of Incorporation.

### **NAME**

The name of the Corporation shall be: THE AUTO APPRAISAL INSTITUTE, INC.

### **DURATION**

The duration of the Corporation shall be perpetual unless or until the Corporation may be dissolved according to law, and the commencement of the corporate existence shall begin March 27, 2009.

### **PRINCIPAL PLACE OF BUSINESS**

The principal place of business and the mailing address of the Corporation shall be  
College Avenue, Suite 1200, Tallahassee, Florida 32301.

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### **POWERS**

The Corporation shall have all statutory powers granted to not for profit corporations by the State of Florida, including, but not limited to, the power to contract, sue and be sued, to purchase and hold real and personal property and to perform all other lawful acts necessary for the accomplishment of the purpose set forth in these Articles of Incorporation.

## **PURPOSE**

The Corporation is organized for the following purpose:

To train people to accurately appraise motor vehicles to assist in the motor vehicle dealers, lending institutions and consumers in the purchase and sale of motor vehicles

## **BOARD OF DIRECTORS**

The affairs of the Corporation shall be managed by a Board of Directors. The method of election of the Board of Directors shall be as determined by the Bylaws of the Corporation. The Board of Directors shall have such power as may be granted them according to the Bylaws of the Corporation and laws of the State of Florida.

The initial Board of Directors consists of the following three (3) individuals:

Jim Rathmann, President/Secretary

Frank Tsamoutales

Charles Clemente

## **ORGANIZATION**

The officers of the Corporation shall be: The President, Secretary, and other such officers as may be provided for in the Bylaws. These officers shall be elected by the Board of Directors.

The officers and the chairman of each and any standing committee of the Board of Directors shall constitute the Executive Committee.

The Corporation shall not be operated for pecuniary gain or profit. No part of the property of the Corporation and no part of its net earnings shall inure to the benefit of any

director or other private individual. The Corporation shall never be authorized to engage in any activity contrary to the purposes for which the Corporation is organized.

### **BYLAWS**

The Bylaws of the Corporation may be adopted, altered or rescinded only in such manner as said Bylaws provide.

### **INCORPORATOR**

The name and address of the incorporator is:

#### ***Names***

J Martin Hayes

#### ***Addresses***

106 East College Avenue – Suite 1200  
Tallahassee, Florida 32301

### **REGISTERED AGENT**

The name and address of the initial registered office and registered agent is J Martin Hayes of Akerman Senterfitt, 106 East College Avenue, Suite 1200, Tallahassee, Florida 32301.

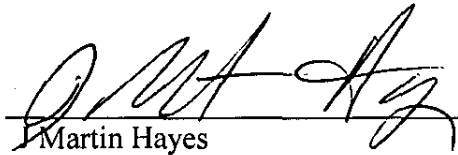
### **AMENDMENTS TO ARTICLES OF INCORPORATION**

The Articles of Incorporation may be amended at any regular or special meeting of the membership by a two-thirds vote of the Board of Directors provided, however, that any such proposed amendment or amendments be first mailed to each member of the Board of Directors at least thirty (30) days prior to such regular or special meeting.

### **SPECIAL PROVISIONS**

Every director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including attorney's fees, reasonably incurred by or imposed upon him in connection with any proceedings to which he may be a party, or in which he may become involved, by reason of his being or having been a director or officer of the Corporation, whether or not he is a director or officer at the time such expenses are incurred, except in such cases wherein the director or officer is adjudged guilty of willful misfeasance, nonfeasance or malfeasance in the performance of his duties; provided that, in the event of any claim for reimbursement or indemnification hereunder based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification herein shall only apply if the Board of Directors approves such settlement and reimbursement as being in the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which director or officer may be entitled.

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 27<sup>th</sup> day of March, 2009.

  
\_\_\_\_\_  
Martin Hayes  
Incorporator

STATE OF FLORIDA

COUNTY OF LEON

Subscribed and sworn to before me by J. Martin Hayes, on this 27<sup>th</sup>  
day of March, 2009.

Michele L. Rowe  
Notary Public



Having been named as Registered Agent for the above-stated Corporation, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties and I accept the duties and obligations of Section 607.0505, *Florida Statutes (2004)*.

Dated: March 27, 2009

J. Martin Hayes  
J. Martin Hayes  
Registered Agent

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