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FLORIDA PROFIT/NON PROFIT CORPORATION  
Auto Club South Traffic Safety Foundation, Inc.

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. Shivers MAR 31 2010

**ARTICLES OF INCORPORATION  
OF**

**Auto Club South Traffic Safety Foundation, Inc.  
(a Not For Profit corporation)**

FILED  
2010 MAR 30 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, acting as Incorporator of Auto Club South Traffic Safety Foundation, Inc., a corporation organized under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

**ARTICLE I**

**NAME, PRINCIPAL OFFICE AND MAILING ADDRESS**

The name of the corporation shall be Auto Club South Traffic Safety Foundation, Inc. (hereinafter, the "Corporation"). The principal office, street address, and mailing address of the Corporation is 1515 North Westshore Blvd., Tampa, Florida 33607.

**ARTICLE II**

**PURPOSE**

The Corporation is organized to operate exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code.

**ARTICLE III**

**POWERS**

The Corporation shall have the power to acquire, own, maintain and use its assets for the purposes for which it is organized, to raise funds by any legal means for the encouragement of its purposes; to exercise all powers necessary or convenient to the furtherance of the purposes for which

the Corporation is organized, and shall have such other powers as are granted to corporations not for profit under Florida Statutes and case law.

#### ARTICLE IV

#### LIMITATIONS

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers, directors, 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 the purposes set forth in Article II hereof.

B. No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by (a) an organization exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, and its regulations, as they now exist or as they may hereafter be amended, or (b) an organization, contributions to which are deductible under Section 170 (c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

D. In the event that the Corporation is deemed to be a "private foundation" within the meaning of Section 509 of the Internal Revenue Code of 1986, as amended, then:

1. The Corporation will distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

2. The Corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

3. The Corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

4. The Corporation will not make any investments in a manner that would subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

5. The Corporation will not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any later federal tax laws.

#### ARTICLE V

##### DISTRIBUTIONS OF SURPLUS ON LIQUIDATION

Upon the liquidation, dissolution or other discontinuance of the charitable activities and operations of the Corporation, no surplus remaining after payment of the just debts and liabilities of the Corporation shall be distributed to or amongst any members or directors of the Corporation, but after making provision for the payment of all of the just debts and liabilities of the Corporation, the

remaining assets shall be distributed to AAA Foundation for Traffic Safety, a District of Columbia nonstock, nonprofit corporation, provided that such distributee is then in existence and then qualifies as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. Otherwise, the remaining assets shall be distributed as selected by the Board of Directors, to such other organization or organizations as are exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any later federal tax laws, or to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of in accordance with the foregoing provisions shall be distributed by order of a court of competent jurisdiction of the county in which the principal office of the corporation is then located, to such organization or organizations, as such court shall determine, that are organized and operated exclusively for exempt purposes.

#### ARTICLE VI

#### MEMBERSHIP

The Corporation is a single Member organization, and the sole Member is AAA Auto Club South, Inc., a Florida not-for-profit corporation. The Bylaws shall contain provisions with respect to the rights and responsibilities of the Member and the procedures for termination of membership, which provisions shall be consistent with the Corporation's exclusive purpose set forth in Article II herein and the limitations set forth in Article IV herein. The termination, if any, of the Member's membership shall not automatically terminate or cause a dissolution of the Corporation; rather, the Corporation shall automatically continue as a non-membership corporation, and all of the rights,

powers, or privileges previously exercisable by the Member shall be exercisable by the Board of Directors.

#### ARTICLE VII

#### INCORPORATOR

The name of the Incorporator of the Corporation is John A. Tomlin, and the address of said Incorporator is 1515 North Westshore Blvd., Tampa, Florida 33607.

#### ARTICLE VIII

#### BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors shall be three (3). The names and addresses of the members of the initial Board of Directors are as follows:

**John A. Tomlin**  
1515 N. Westshore Blvd.  
Tampa, Florida 33607

**Kevin W. Bakewell**  
1515 N. Westshore Blvd.  
Tampa, Florida 33607

**Robert A. McKee**  
1515 N. Westshore Blvd.  
Tampa, Florida 33607

The method of appointment and election of directors thereafter shall be as stated in the Bylaws, and all other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

#### ARTICLE IX

#### OFFICERS

The Corporation shall have such officers as the Board of Directors shall determine, and the method of appointment and election of such officers shall be as specified in the Bylaws. All other matters concerning the officers shall be governed by the Bylaws of the Corporation.

ARTICLE XBYLAWS

Bylaws shall be adopted by majority vote of the initial Board of Directors. The Bylaws may thereafter be altered, amended, or repealed in the manner 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 XIAMENDMENTS

A. So long as the Member's membership in the Corporation has not been terminated (in the manner provided in the Bylaws), the following provisions apply:

1. If a proposed amendment, alteration, repeal, restatement, or new provision to the Articles of Incorporation (each, an "amendment") will not affect in any way the membership of the Member or a then-existing right, power, or privilege of the Member, the amendment to the Articles of Incorporation may be adopted (i) at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation; or alternatively, (ii) by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors.

2. If the proposed amendment to the Articles of Incorporation will affect the membership of the Member or any then-existing right, power, or privilege of the Member, the Board of Directors may adopt a resolution setting forth the proposed amendment and directing that the

proposed amendment be submitted to the vote of the Member, which Board resolution must be adopted by the Board (i) at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation; or alternatively, (ii) by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors. A proposed amendment can only be adopted by the affirmative vote of the Member.

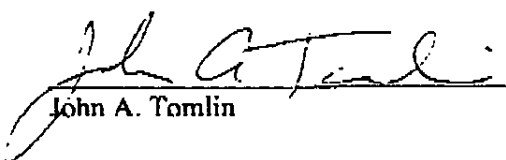
B. If the Member's membership in the Corporation has been terminated (in the manner provided in the Bylaws), the following provisions apply: The Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law, at any meeting of the Board of Directors at which a quorum is present, by the affirmative vote of a majority of the Directors, provided that any notice or waiver of notice of such meeting shall fairly summarize or set forth the proposed action with regard to the Articles of Incorporation. Alternatively, the Board of Directors may amend, alter, or repeal these Articles of Incorporation or any provisions thereof, and may adopt new Articles of Incorporation or provisions not inconsistent with any provisions of law by the unanimous written consent signed by all of the members of the Board of Directors and filed in the minutes of the proceedings of the Board of Directors.



ARTICLE XIIREGISTERED OFFICE AND AGENT

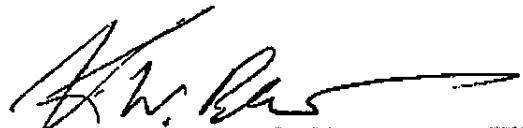
The address of the registered office of the Corporation is 1515<sup>North</sup> Westshore Blvd., Tampa, Florida 33607, and the name of the registered agent of the Corporation at that address is Kevin W. Bakewell.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 29<sup>th</sup> day of March, 2010.

  
John A. Tomlin

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as registered agent in Article XII of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with and accepts the obligations imposed upon registered agents under the Florida Not For Profit Corporation Act.

  
Kevin W. Bakewell

Dated: 3-29-10

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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