

1/9/2020

Division of Corporations

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**LLC AMND/RESTATE/CORRECT OR M/MG RESIGN  
MEANINGFUL CARS, INC.**

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AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
MEANINGFUL CARS, INC.

(A Florida Not For Profit Corporation)

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ARTICLE I  
NAME

The name of this corporation shall be Meaningful Cars, 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 advance education and the development of knowledge and expertise related to meaningful automobiles for purposes of preserving their heritage;
- (b) 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 further of and support the foregoing.

ARTICLE IV  
MEMBERSHIP

The Corporation shall have no members.

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ARTICLE V  
REGISTERED OFFICE AND AGENT

The name and address of the Registered Agent is Corporation Service Company, 20  
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 (3). 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).

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**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 signed these Amended and Restated Articles of Incorporation on DECEMBER 18, 2019.



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William E. Thomas, Director

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