

LARRY M. STEWART, P.A.

Attorney at Law

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February 7, 1995

Secretary of State  
State of Florida  
Corporate Records Division  
The Capitol  
Tallahassee, FL 32304


FILED  
1995 FEB 21 AM 9:30

Re: FLORIDA ULTRA DEALERS ASSOCIATION

To Whom It May Concern:

Enclosed are an original and a copy of the Articles of Incorporation of FLORIDA ULTRA DEALERS ASSOCIATION, together with a check in the amount of \$70.00. Please file the Articles of Incorporation and return a copy for our file.

Sincerely yours,

  
LARRY M. STEWART

LMS/csy  
encl

10000014000001  
-02/10/95--01117--001  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

N.P. 2/13/95  
573-4895-3291  
N95-834

2/21/95  
Per Mr. Stewart's secretary  
add P/O address.  
BKB



FLORIDA DEPARTMENT OF STATE

Sandra B. Mortham  
Secretary of State

February 13, 1995

LARRY M. STEWART, P.A.  
P.O. BOX 809  
STUART, FL 34995

SUBJECT: FLORIDA ULTRA DEALERS ASSOCIATION  
Ref. Number: W95000003291

We have received your document for FLORIDA ULTRA DEALERS ASSOCIATION and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the corporation must contain a corporate suffix. This suffix may be: CORPORATION, CORP., INCORPORATED, or INC. Sections 617.0401(1)(a) and 617.1506(1), Florida Statutes, prohibits the use of the word COMPANY or CO. in the name of a non-profit corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton  
Corporate Specialist

Letter Number: 295A00006304

ARTICLES OF INCORPORATION

-OF-

FLORIDA ULTRA DEALERS ASSOCIATION, INC.

I, the undersigned, in order to form a corporation under, and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be Florida Ultra Dealers Association, Inc. whose principal office address is 3942 SW St. Lucie Lane, Palm City, Florida 34990.

ARTICLE II

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

The term of existence of the corporation is perpetual.

ARTICLE IV

The specific and primary purposes for which this corporation is formed are:

a) For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

b) To do cooperative advertising to promote 3-M window film.

c) To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

FILED  
RECEIVED  
JAN 30 1961

## ARTICLE V

a) Board of Trustees. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Trustees. The number of Trustees of the corporation shall be three, provided, however, that such number may be changed by a bylaw duly adopted by the members.

The Trustees named herein as the first Board of Trustees shall hold office until the first meeting of members at which time an election of Trustees shall be held.

Trustees elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year until the annual meeting of members following the election of Trustees and until the qualification of the successors in office. Annual meetings shall be held at 3942 SW St. Lucie Lane, Palm City, Florida, on the first Monday after New Year's Day of each year, or at such other times or places as the Board of Trustees may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Trustees under any provision of law may be taken without a meeting, if all members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Trustees. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Trustees without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Trustees to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Trustees are as follows:

Joanne Schultz, 3942 SW St. Lucie Lane, Palm City,  
Florida 34990

John Courtney, III, 21 W. Fee Ave., Suite C, Melbourne,  
Florida 32901

Jim Branch, 531 E. Business Hwy. 98, Panama City,  
Florida 32401

b) Corporate Officers. The Board of Trustees shall elect the following officers: President, Vice-President, Secretary and Treasurer, and such other officers as the bylaws of this corporation may authorize the Trustees to elect from time to time.

Initially, such officers shall be elected at the first annual meeting of the Board of Trustees. Until such election is held, the following persons shall serve as corporate officers:

President:	John Courtney, III 21 W. Fee Ave., Suite C Melbourne, Florida 32901
Vice-President:	Joanne Schultz 3942 SW St. Lucie Lane Palm City, Florida 34990
Secretary/ Treasurer	Jim Branch 531 E. Business Hwy. 98 Panama City, Florida 32401

#### ARTICLE VI

a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 the purposes set forth in Article IV hereof.

b) No substantial part of the activities of the corporation shall be 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 distribution of statements) any political campaign on behalf of any candidate for public office.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (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 Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE VII

Upon dissolution of the corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

#### ARTICLE VIII

a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the Bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees.

#### ARTICLE IX

The names and addresses of the Subscribers of this corporation are as follows:

Joanne Schultz, 3942 SW St. Lucie Lane, Palm City,  
Florida 34990

#### ARTICLE X

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, Bylaws of

this corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Trustees, or by following the procedure set forth therefor in the Bylaws.

#### ARTICLE XI

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual.

#### ARTICLE XII

The address of the corporation's registered office shall 317 S. Federal Hwy., Stuart, Florida 34994, and the name of its registered agent at said address shall be Joanne Schultz.

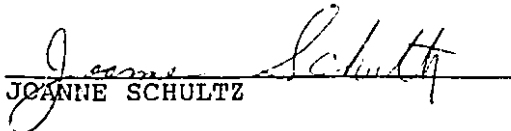
#### ARTICLE XIII

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Trustees and presented to a quorum of members for their vote.

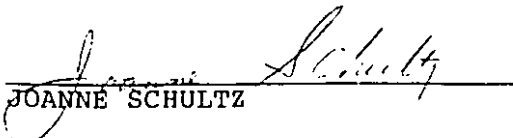
#### ARTICLE XIV

##### ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.

  
JOANNE SCHULTZ

I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 7<sup>th</sup> day of February, 1995.

  
JOANNE SCHULTZ

STATE OF FLORIDA)  
COUNTY OF MARTIN)


I HEREBY CERTIFY that on this day personally appeared JOANNE SCHULTZ, to me well known to be the person described in and who executed these Articles of Incorporation, and she acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Stuart, Martin County, Florida,  
this 24 day of February, 1995.

(Notary Seal)



LARRY M. STEWART  
NOTARY PUBLIC  
My Commission Expires  
May 23, 1998  
BONDED THRU TROY FAIR INSURANCE, INC.

  
NOTARY PUBLIC LARRY M. STEWART  
My Commission Expires:  
MAY 23, 1998