

N9500000979

Charter Number Only

2/27/95

Long Beach

Roth E Milne

Requestor's Name

9350 S. DIXIE Hwy PH 2

Address

Miami FL 33156

City

State

ZIP

Phone

670-9994 E

VALIDATION ONLY

200001416992
-02/28/95--01060--019
****122.50 ****122.50

CORPORATION(S) NAME

Automotive Service Association of
DADE COUNTY, INC



Empire Toll Free: 1-800-432-3028

FILED
FEB 28 1995

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|--|--|---|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input checked="" type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out | |

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|----------------|
| Name |
| Availability |
| Document |
| Examiner |
| Updater |
| Verifier |
| Acknowledgment |
| W.P. Verifier |

CERTIFIED COPY

H. Sims FEB 28 1995

ARTICLES OF INCORPORATION
FOR
AUTOMOTIVE SERVICE ASSOCIATION OF DADE COUNTY, INC.

The undersigned, acting as incorporator of a corporation pursuant to Chapter 617, Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I NAME

The name of the corporation shall be AUTOMOTIVE SERVICE ASSOCIATION OF DADE COUNTY, INC.

ARTICLE II PRINCIPAL PLACE OF BUSINESS AND MAILING ADDRESS

The principal place of business and the mailing address of this corporation shall be: 4551 S.W. 71 Avenue, Miami, Florida 33155.

ARTICLE III PURPOSE

The purpose for which the corporation is organized are as follows:

A. To enhance the members' knowledge and expertise in the automotive service industry.

B. To do such things and to perform such acts to accomplish its purposes as the Board of Directors may determine to be appropriate and as are not forbidden by Section 501(c)(6) of the Internal Revenue Code, with all the power conferred on nonprofit corporations under the laws of the State of Florida.

ARTICLE IV TERM

Corporate existence shall commence upon filing these Articles of Incorporation with the Secretary of State and the term of the Corporation shall be perpetual.

ARTICLE V LIMITATION

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its Members, Directors or Officers, but 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 III hereof.

ARTICLE VI MEMBERS

Qualification for membership in the Corporation, the manner of members' admission and membership voting rights shall be provided for in the Bylaws of the Corporation.

ARTICLE VII DIRECTORS

(a) Powers. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.

(b) Number. The number of directors shall be determined from time to time in accordance with the Bylaws, but shall never be less than three directors, and, in the absence of any determination, there shall be three directors.

(c) Election; removal. Directors shall be elected or removed in accordance with the procedure provided in the Bylaws.

(d) Initial Directors. The names and addresses of the initial directors to hold office until the first annual meeting of members and until their successors shall have been elected and qualified are as follows:

| <u>Name</u> | <u>Address</u> |
|-----------------|---|
| Gary Keyes | c/o Toy Auto 4551 S.W. 71 Avenue Miami, Florida 33155 |
| Clifford Spring | c/o Spring Tech, Inc. 6125 W. 21 Court Hialeah, Florida 33016 |
| Mike Giroux | c/o M & R Auto, Inc. 8825 S.W. 129 Street Miami, Florida 33176 |
| Mark Sobush | c/o The Engine Guild 18735 S.W. 104 Avenue Miami, Florida 33157 |

ARTICLE VIII OFFICERS

The Officers of the corporation shall consist of a President, Vice-President, Secretary, Treasurer and such other Officers and Assistant Officers as may be provided in the Bylaws. Each Officer shall be elected by the Board of Directors (and may be removed by the Board of Directors) at such time and in such manner as may be prescribed by the Bylaws. The name and address of each initial Officer of the corporation is as follows:

| <u>Name</u> | <u>Address</u> | <u>Title</u> |
|-----------------|---|----------------|
| Gary Keyes | c/o Toy Auto 4551 S.W. 71 Avenue Miami, Florida 33155 | President |
| Clifford Spring | c/o Spring Tech, Inc. 6125 W. 21 Court Hialeah, Florida 33016 | Vice-President |
| Mike Giroux | c/o M & R Auto, Inc. 8825 S.W. 129 Street Miami, Florida 33176 | Treasurer |
| Mark Sobush | c/o The Engine Guild 18735 S.W. 104 Avenue Miami, Florida 33157 | Secretary |

ARTICLE IX INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and the street address of the initial registered agent is: Jonathan R. Rubin, 9350 South Dixie Highway, PH-2, Miami, Florida 33156.

ARTICLE X INCORPORATOR

The name and street address of the incorporator for these Articles of Incorporation is: Jonathan R. Rubin, 9350 South Dixie Highway, PH-2, Miami, Florida 33156.

ARTICLE XI BYLAWS

The Bylaws of the corporation are to be made and adopted by the Board of Directors and may be altered, amended or rescinded by the Board of Directors.

ARTICLE XII AMENDMENT

The corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation or any amendment to them, and all rights and privileges conferred upon the members, directors or officers are subject to reservation. The Articles of Incorporation may be amended in accordance with the provisions of the laws of the State of Florida, as amended from time to time, unless more specific provisions for amendments are adopted by the corporation pursuant to law.

ARTICLE XIII DISSOLUTION

In the event of dissolution, the residual assets of the Corporation shall be turned over to one or more organizations which themselves are exempt from federal income tax as organizations described in Section 501(c)(6) of the Internal Revenue Code of

1986, as amended or the corresponding provisions of any future United States Internal Revenue law, or to the federal, state, local government for exclusively public purposes.

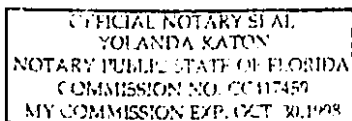
IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation, this 24 day of February, 1995.

Jonathan R. Rubin
JONATHAN R. RUBIN, Incorporator

STATE OF FLORIDA)
COUNTY OF DADE)

BEFORE ME, the undersigned authority, authorized to take acknowledgments in the state and county set forth above, personally appeared JONATHAN R. RUBIN, known to me and known to be the person who executed the foregoing Articles of Incorporation and he acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 24 day of February, 1995.



My Commission Expires:

Yolanda Katon
Notary Public, State of
Florida

CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE

Pursuant to the provisions of Sections 617.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of

Florida.

1. The name of the corporation is. AUTOMOTIVE SERVICE
ASSOCIATION OF DADE COUNTY, INC.

2. The name and address of the registered agent and office
is: Jonathan R. Rubin
9350 South Dixie Highway, PH-2
Miami, Florida 33156

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF
PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN
THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED
AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY
WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND
COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND
ACCEPT THE OBLIGATION OF MY POSITION AS REGISTERED AGENT.

Jonathan R. Rubin
Jonathan R. Rubin

Dated this 24 day of February, 1995.