

*19600000234*

M. JULIAN PROCTOR, JR.

Requestor's Name  
Macfarlane Ausley Law Firm  
227 South Calhoun Street

Address

Tallahassee, FL 32301

425-5306

City/State/Zip

Phone #

800001639218  
-01/16/96--01012--016  
\*\*\*\*122.50 \*\*\*\*122.50  
Office Use Only

**CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):**

- |    |  |                           |
|----|--|---------------------------|
| 1. | Hometown GMC Dealers Marketing Association, Inc. | Articles of Incorporation |
|    | (Corporation Name)                               | (Document #)              |
| 2. |  |                           |
|    | (Corporation Name)                               | (Document #)              |
| 3. |  |                           |
|    | (Corporation Name)                               | (Document #)              |
| 4. |  |                           |
|    | (Corporation Name)                               | (Document #)              |

☒ Walk in

☒ Pick up time \_\_\_\_\_

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

	NEW FILINGS
	Profit
X	NonProfit
	Limited Liability
	Domestication
	Other

	AMENDMENTS
	Amendment
	Resignation of R.A., Officer/Director
	Change of Registered Agent
	Dissolution/Withdrawal
	Merger

	OTHER FILINGS
	Annual Report
	Fictitious Name
	Name Reservation

	REGISTRATION/ QUALIFICATION
	Foreign
	Limited Partnership
	Reinstatement
	Trademark
	Other

RECEIVED  
96 JAN 16 AM 9:49  
DIVISION OF CORPORATION  
TALLAHASSEE FLORIDA

*Call when Ready  
425-5306  
Julian or Donna*

Examiner's Initials

# MACFARLANE AUSLEY FERGUSON & McMULLEN

ATTORNEYS AND COUNSELORS AT LAW

111 MADISON STREET, SUITE 2300  
P.O. BOX 1811 (ZIP 33601)  
TAMPA, FLORIDA 33606  
IN (813) 273-4200 FAX (813) 273-4398

227 SOUTH CALHOUN STREET  
P.O. BOX 381 (ZIP 32301)  
TALLAHASSEE, FLORIDA 32301  
(904) 224-5118 FAX (904) 222-7880  
Direct Dial: 904/425-5300  
Direct Fax: 904/222-7139

400 CLEVELAND STREET  
P.O. BOX 1088 (ZIP 34617)  
CLEARWATER, FLORIDA 34615  
IN (813) 441-8888 FAX (813) 442-8470

January 16, 1996

IN REPLY REFER TO:  
Tallahassee

Secretary of State  
Division of Corporations  
409 East Gaines Street  
Tallahassee, Florida 32301

Re: Hometown GMC Dealers Marketing Association, Inc.

Dear Sir or Madam:

Enclosed for filing are Articles of Incorporation for the above-referenced corporation. Also enclosed is a check in the amount of \$122.50 to cover the filing fee and certified copy charge. I would appreciate your calling my office when the certified copy is ready, and I will arrange for someone to pick it up.

If you have any questions or if any additional information is needed, please call me or my secretary at 425-5306.

Yours truly,

*Julian Proctor, Jr.*  
M. Julian Proctor, Jr.

MJP, Jr./dmw  
Enclosure  
MJP\LTR\gmc-inc

ARTICLES OF INCORPORATION  
OF  
HOMETOWN GMC DEALERS MARKETING ASSOCIATION, INC.

FILED  
96 JUN 16 AM 10:30  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned Subscriber, being of legal age and a citizen of the United States, hereby forms and establishes a corporation NOT FOR PROFIT under the laws of the State of Florida, and does hereby file these Articles of Incorporation for that purpose.

ARTICLE I  
Name

The name of this Corporation shall be HOMETOWN GMC DEALERS MARKETING ASSOCIATION, INC.

ARTICLE II  
Purpose

This Corporation is organized not for profit. Its primary purpose shall be to assist its members by providing the marketing and servicing of GMC trucks through collective and individual advertising promotions.

No part of the earnings of the Corporation shall inure to the benefit of any Member, Director or Officer of the Corporation, or any other person, except that the Corporation may pay reasonable compensation for services rendered to or on behalf of the Corporation and make other payments and distributions in furtherance of one or more of its purposes.

ARTICLE III  
Powers

In order to accomplish the purposes and to attain the objects for which this Corporation is formed and for which the funds and

property of this Corporation shall be handled, administered, operated and distributed as hereinabove set forth, the Corporation, its Officers and Directors, shall possess and exercise all powers, authorities and privileges granted by and under the laws of the State of Florida.

In general, and subject to such limitations and conditions as are or may be prescribed by law, the Corporation is authorized to exercise such powers which now are or hereafter may be conferred by law upon a corporation organized for the purposes hereinabove set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the Corporation.

ARTICLE IV  
Registered Office and Registered Agent

The location of its principal place of business and its Registered Office in this State is 3122 Mahan Drive, Tallahassee, Florida 32308. The name of its Registered Agent and Resident Agent in this State located at the address set forth above, is W. THEO PROCTOR, JR. The Board of Directors may from time to time move the Registered Office to any other street address in Florida or change the Corporation's Registered Agent or Resident Agent.

ARTICLE V  
Members

The members of the Corporation shall be the persons listed as directors in Article X below and such other persons as from time to time may become members. They shall be admitted upon an affirmative vote of the Board of Directors or such other manner as

provided by the By-Laws of the Corporation as amended from time to time.

ARTICLE VI  
Term of Corporate Existence

The term for which this Corporation shall exist is perpetual.

ARTICLE VII  
Officers

The Corporation shall have a President, Vice-President, Secretary, and Treasurer and may have additional and assistant officers, including without limitation thereto, Chairman of the Board or others. A person may hold more than one office. Officers shall be elected by the membership on an annual basis.

ARTICLE VIII  
Initial Officers

The names and street addresses of the initial officers, who shall serve until the first election are as follows:

<u>Office</u>	<u>Name and Street Address</u>
President	W. THEO PROCTOR, JR. 3122 Mahan Drive Tallahassee, Florida 32308
Vice President	BRUCE THOMAS P. O. Box 350 Quincy, Florida 32353
Secretary/Treasurer	LOUISE PUTNEY 3122 Mahan Drive Tallahassee, Florida 32308

ARTICLE IX  
Directors

The initial Board of Directors of this Corporation shall consist of six persons. The number of Directors may be changed from time to time by amendment to the By-Laws. In no event, shall

the Board of Directors be less than three (3) persons. The Directors shall be members of the Corporation and shall be elected according to procedures established by the By-Laws to serve for a term of one (1) year. A majority of the Directors shall be competent to contract.

ARTICLE X  
Initial Board of Directors

The names and street addresses of the initial Board of Directors, who shall hold office until the first election by the Members are as follows:

<u>Name</u>	<u>Street Address</u>
W. THEO PROCTOR, JR.	3122 Mahan Drive Tallahassee, Florida 32308
BRUCE THOMAS	P. O. Box 350 Quincy, Florida 32353
LOU MILLER	P. O. Box 68 Thomasville, Georgia 31799
DON KIRKSEY	P. O. Box 1760 Bainbridge, Georgia 31717
BART BOSCH	P. O. Box 2478 Valdosta, Georgia 31604
PHIL GRIMSLEY	Highway 84 East Cairo, Georgia 31728

ARTICLE XI  
Transactions in Which Members, Directors  
and Officers are Interested

1. No contract or transaction between the Corporation and one or more of its Members, Directors or Officers, or between the Corporation and any other organization in which one or more of its Members, Directors or Officers are Members, Directors or Officers, or have a financial interest, shall be void or voidable solely for

this reason, or solely because the Member, Director or Officer is present at or participates in the meeting of the Board or committee thereof which authorizes the contract or transaction, or solely because his or their votes are counted for such purpose if:

(a) The fact of such relationship or interest is disclosed or known to the Board of Directors or the committee which authorizes the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested Directors; or

(b) The contract or transaction is fair and reasonable as to the Corporation as of the time it is authorized by the Board of Directors or a committee thereof.

2. Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee which authorizes, approves or ratifies such contract or transaction.

ARTICLE XII  
Indemnification of  
Directors or Officers

The Corporation hereby indemnifies any Officer or Director made a party or threatened to be made a party to any threatened, pending or completed action, suit or proceeding: Whether civil, criminal, administrative or investigative, other than on, by or in the right of the Corporation to procure a judgment in its favor, brought to impose a liability or penalty on such person in his capacity of Director, Officer, employee or agent of any other corporation, partnership, joint venture, trust or other enterprise which he served at the request of the Corporation, against

judgments, fines, amounts paid in settlement and expenses, including attorneys' fees, actually and reasonably incurred as a result of such action, suit or proceeding or any appeal therein, if such person acted in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such action, suit or proceeding by judgment, order, settlement, conviction or upon a plea of nolo contendere or its equivalent shall not in itself create a presumption that any such Director or Officer did not act in good faith in the reasonable belief that such action was in or not opposed to the best interests of the Corporation or that he had reasonable grounds for belief that such action was unlawful.

Any indemnification hereunder shall be made by the Corporation only as authorized in the specific case upon a determination that amounts for which a Director or Officer seeks indemnification were properly incurred and that such Director or Officer acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the Corporation, and that with respect to any criminal proceeding or action, he had no reasonable ground for belief that such action was unlawful. Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of Directors who are not parties to such action, suit or proceeding.



The foregoing rights of indemnification shall not be deemed to limit in any way the powers of the Corporation to indemnify under applicable law.

ARTICLE XIII  
By-Laws

The Board of Directors shall adopt By-Laws for the Corporation. The By-Laws may be amended, altered, or rescinded by the majority vote of the Members at any annual meeting or any special meeting called for that purpose as provided by the By-Laws.

ARTICLE XIV  
Amendment to Articles of Incorporation

These Articles of Incorporation may be amended by recommendation of the Board of Directors adopted at a special meeting of the membership by a two-thirds (2/3) vote of those present. Those Articles, however, pertaining to dissolution of the Corporation, shall not be amended in such a way as to allow or cause any Member, Director or Officer of the Corporation or any other person to share in any of the Corporation's assets. Amendments shall be filed with the Department of State of the State of Florida for approval.

ARTICLE XV  
Subscriber

The name and address of the Subscriber is as follows:

<u>Name</u>	<u>Street Address</u>
W. THEO PROCTOR, JR.	3122 Mahan Drive Tallahassee, Florida 32308

IN WITNESS WHEREOF, the undersigned, being the original incorporating Subscriber to the foregoing Articles of Incorporation,

tion, has hereunto set his hand and seal this 12<sup>th</sup> day of January, 1996.

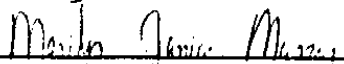
  
W. THEO PROCTOR, JR.

STATE OF FLORIDA

COUNTY OF LEON

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned authority, W. THEO PROCTOR, JR., to me well known to be the person who executed the foregoing instrument and acknowledged before me that he executed the same freely and voluntarily for the uses and purposes therein set forth and expressed.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on this 13 day of January, 1996.

  
NOTARY PUBLIC  
State of Florida at Large  
My Commission Expires:



MARILYN JANICE MASSEY  
MY COMMISSION # CC456516 EXPIRES  
April 30, 1999  
BONDED TITUS TROY FAIR INSURANCE, INC.

**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**


In compliance with Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

HOMETOWN GMC DEALERS MARKETING ASSOCIATION, INC., desiring to organize as a corporation under the laws of the State of Florida, has designated 3122 Mahan Drive, Tallahassee, Florida 32308 as its initial Registered Office and has named W. THEO PROCTOR, JR., located at said address as its initial Registered Agent.

  
\_\_\_\_\_  
President

Date: 1-12-96

Having been named registered agent and to accept service of process for the above-stated corporation at the place designated in this certificate, the undersigned hereby accepts said appointment and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of his duties and is familiar with and accepts the obligations of his position as registered agent.

  
\_\_\_\_\_  
W. THEO PROCTOR, JR.  
Registered Agent

Date: 1-12-96

FILED  
56 JAN 16 AM 10:30  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE