

N960000001423

MARSHA G. MADORSKY
ATTORNEY AT LAW

March 4 1996

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FBI - MIAMI

Florida Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314
ATT: NOT-FOR-PROFIT CORPORATION SECTION

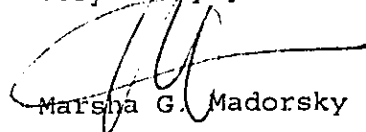
Re. South Florida Acura Dealers Advertising
Association, Inc.

Dear Sir/Madam:

Enclosed please find original and one copy of Articles of Incorporation for the above. A check in the amount of \$122.50 is also enclosed to cover the fee for filing and certified copy of same.

Please file these corporate papers and return a certified copy of same to the undersigned. I have enclosed a self addressed stamped envelope for your convenience.

Very truly yours,


Marsha G. Madorsky

Enclosure
MGM/nb

ARTICLES OF INCORPORATION

OF

**SOUTH FLORIDA ACURA DEALERS
ADVERTISING ASSOCIATION, INC.**

(A Florida Not For Profit Corporation)

The undersigned, acting as an incorporator for the purposes of forming a Not-For-Profit corporation, pursuant to Chapter 617 of the Florida Statutes, adopts the following Articles of Incorporation.

**ARTICLE I
NAME**

The name of the corporation shall as "SOUTH FLORIDA ACURA DEALERS ASSOCIATES, INC."

**ARTICLE II
PRINCIPAL OFFICE AND MAILING ADDRESS OF CORPORATION**

The principal office of the Corporation has not yet been established. The initial and current mailing address of the Corporation shall be 3801 South State Road 7, Hollywood, Florida 33023.

**ARTICLE III
CORPORATE DURATION AND DISTRIBUTION UPON DISSOLUTION**

The Corporate existence shall commence upon the filing of these Articles of Incorporation with the Secretary of State. The Corporation shall have perpetual existence unless dissolved according to law. In the event of the dissolution of this organization, all remaining assets of the organization shall be transferred and delivered according to Florida law.

**ARTICLE IV
PURPOSE**

The purpose of this Not-For-Profit organization shall be to market and promote Acura products to the general public.

**ARTICLE V
MEMBERSHIP AND CLASSES OF MEMBERS**

Membership and voting rights shall be determined and provided for in the By-Laws of the Corporation.

**ARTICLE VI
DIRECTORS**

The organization shall be managed by a Board of Directors. This Corporation shall have seven (7) directors initially. The number of Directors may either be increased or diminished from time to time in accordance with the Not-For-Profit Corporation's By-laws, but the number shall never be less than three (3) directors. The number of directors method of election and method of removal shall be as provided in the By-Laws of the Corporation. The names and addresses of the initial Director of this Corporation are:

John Wentling
c/o Acura of South Florida
3801 South State Road 7
Hollywood, Florida 33023

Rick Case
c/o Rick Case Acura
875 North State Road 7
Plantation, Florida 33317

Richard Kull
c/o Acura of Pompano Beach
940 North Federal Highway
Pompano Beach, Florida 33062

Ronald Esserman
c/o Miami Acura
16601 South Dixie Highway
Miami, Florida 33157

James O'Neil
c/o Acura of Delrey Beach
655 N.E. 6th Avenue
Delrey Beach, Florida 33483

Irving Dobbs
c/o Palm Beach Acura
6870 Okeechobee Boulevard
West Palm Beach, Florida 33411

Rick Star
c/o Rick Star Acura
5390 South U.S. Highway 1
Fort Pierce Florida 34892

**ARTICLE VII
POWERS**

A. The Corporation shall have all the common law and statutory powers of a Not-For-Profit Corporation, including but not limited to those set forth in the Statute Chapter 617, pursuant to the laws of the State of Florida.

B. To engage in and transact any other lawful activity solely in furtherance of the foregoing purpose for which Non-For-Profit Corporations may be incorporated under the Florida Not-For-Profit Corporation Act and any successor or amendment to such Article.

C. To do such other things as are incidental to the powers of the Corporation or necessary and desirable in order to accomplish the purpose of the Corporation.

ARTICLE VIII OFFICERS

The organization shall have such Officers with such duties as provided in the By-Laws. The initial officers shall be:

John Wentling
c/o Acura of South Florida
3801 South State Road 7
Hollywood, Florida 33023 - President

Rick Case
c/o Rick Case Acura
875 North State Road 7
Plantation, Florida 33317 - Secretary

Richard Kull
c/o Acura of Pompano Beach
940 North Federal Highway
Pompano Beach, Florida 33062 - Treasurer

ARTICLE IX LIMITATIONS

The organization shall have no authority to charge dues, to tax, or to make assessments or levy, provided, however, that the organization may raise funds for operations in accordance with its purpose, and the policies and procedures set forth in the By-Laws.

No earnings of the organization shall inure in whole or in part to the benefit of private individuals or members of the organization. No individual director or member of the Corporation shall have the title to or interest in the Corporate property or earning in his or her capacity and no part of the net earnings shall inure to the benefit of any direct, officer, member, shareholder or individual. No substantial part of the activities of the Corporation shall consist of carrying on propaganda or otherwise attempting to influence litigation nor shall the Corporation participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

**ARTICLE X
INITIAL INCORPORATOR**

The initial Incorporator of the organization is:

John Wentling
c/o Acura of South Florida
3801 South State Road 7
Hollywood, Florida 33023

**ARTICLE XI
REGISTERED AGENT**

The name and street address of the Initial Registered Office of this Corporation is: 2665 S. Bayshore Drive, Suite 603, Miami, Florida 33133. The name of the Initial Registered Agent is the Law Offices of Marsha G. Madorsky. Said Agent shall indicate acceptance of said designation by executing these Articles of Incorporation where indicated.

**ARTICLE XII
BY LAWS**

The By-Laws 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 XIII
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 members, director, and officers are subject to this reservation. The Articles of Incorporation may be amended in accordance with 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 XIV
DISSOLUTION**

In the event of dissolution, the residual assets of the Corporation, after payment or making provision for payment of all corporate liabilities, shall be distributed by the Board of Directors exclusively for scientific, charitable or educational purposes in such manner as the Board of Directors shall determine. Any such assets not distributed shall be distributed with the direction of any court having jurisdiction within the county in which the principal office of the corporation is then located as said court shall determine.

ARTICLE XV

IN WITNESS WHEREOF, the undersigned Incorporators have executed these Articles of Incorporation this 24 day of February, 1996.

JOHN WENTLING
Incorporator/Director

**CERTIFICATION OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE**

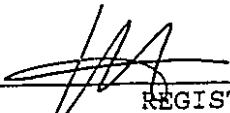
Pursuant to the provisions of section 607.0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida

1. The name of the corporation is: **SOUTH FLORIDA ACURA DEALERS ADVERTISING ASSOCIATION, INC.**

2. The name and address of the registered agent and office is:

**MARSHA G. MADORSKY, ESQ.
2665 South Bayshore Drive, Suite 603
Miami, Florida 33133**

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 obligations of my position as Registered Agent.




REGISTERED AGENT

DATED: March 1, 1996

CERTIFIED TRUE COPY

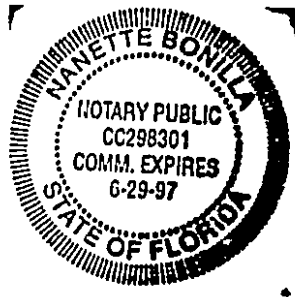
STATE OF FLORIDA)
) ss.
COUNTY OF DADE)

BEFORE ME, a Notary Public authorized to take acknowledgements in the State and County set forth above, personally appeared MARSHA G. MADORSKY, who is are known to me, and known by me to be the persons who executed the foregoing Articles of Incorporation, and who did take an oath and acknowledged that they executed these Articles of Incorporation this 1st day of March, 1996.



NOTARY PUBLIC
STATE OF FLORIDA AT LARGE

My Commission Expires: Nanette Bonilla
Printed Name of Notary



THOMAS H. CONNORS

ATTORNEY AT LAW

2004 AVIATION AVE.
COCONUT GROVE, FL 33133
(305) 440-5554
FAX (305) 447-0704

N96000001423

November 6, 1996

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
96 NOV 12 AM 9:50

Ms. Sharon Tala
Document Specialist
Fla. Dept. of State
Div. of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: Dade, Broward Acura Dealers Advertising Association, Inc.
and Dissolution of South Florida Acura Dealers Advertising
Association, Inc.

Dear Ms. Tala:

Enclosed is our check for \$35.00 to dissolve South Florida Acura Dealers Advertising Association, Inc.

I have also enclosed new corporate papers for Dade, Broward Acura Dealers Advertising Association, Inc. to be filed with the Secretary of State. I want you to use the \$122.50 you are holding (see attached letter with ref: W96000023211).

If you have any questions please call our office.

Sincerely,

Autumn Sanabria, Secretary to
THOMAS H. CONNORS

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*****35.00 *****35.00

/as

Enclosures

*Tom Connors
gave permission
to correct date of
incorporation
ST 11/12*

*ST
11/12*

ARTICLES OF DISSOLUTION OF
SOUTH FLORIDA ACURA DEALERS ADVERTISING ASSOCIATION, INC.
(A Florida Corporation)

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
95 NOV 12 AM 9:50

SOUTH FLORIDA ACURA DEALERS ADVERTISING ASSOCIATION, INC.,
Florida corporation (the "Corporation") hereby files these Articles
of Dissolution pursuant to Section 607.1403 of the Florida Business
Corporation Act. The corporation was incorporated on March 11,
1996. The corporation hereby certifies the following:

1. All of the directors and members of the Corporation
authorized the dissolution of the Corporation on October 16, 1996
by unanimous written consent effective as of such date.

2. The Corporation shall be dissolved upon the filing of
these Articles of Dissolution with the State of Florida Secretary
of State.

IN WITNESS WHEREOF, these Articles of Dissolution have been
executed as of this 5 day of Nov, 1996.

SOUTH FLORIDA ACURA DEALERS
ADVERTISING ASSOCIATION, INC.

By: JOHN WENTLING, President