

N98000004697



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 928016 5011226

AUTHORIZATION :

Patricia Pigot

COST LIMIT : \$ 122.50

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
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ORDER DATE : August 14, 1998

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ORDER NO. : 928016-005

CUSTOMER NO: 5011226

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CUSTOMER: Ms. Wendi Trotter
GRAY HARRIS & ROBINSON

S.e. Bank Building, Suite 1200
201 E. Pine Street
Orlando, FL 32801

DOMESTIC FILING

NAME: VOLUSIA COUNTY SUPER 2
TOYOTA DEALERS ASSOCIATION,
INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Tamara Odom

EXAMINER'S INITIALS:

CP
8/14/98

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**ARTICLES OF INCORPORATION
OF
VOLUSIA COUNTY SUPER 2 TOYOTA DEALERS ASSOCIATION, INC.**

The undersigned hereby associate themselves to form a corporation not for profit under Chapter 617 of the Florida Statutes, and, for these purposes, do hereby adopt the following Articles of Incorporation.

ARTICLE I - NAME

The name of the corporation shall be VOLUSIA COUNTY SUPER 2 TOYOTA DEALERS ASSOCIATION, INC.

ARTICLE II - PURPOSES

The purposes for which the corporation is organized are:

In particular, to provide for advertising of Toyota motor vehicles in the geographic area where its members are located.

In general, to do any and all acts and things, and to exercise any and all powers which now or hereafter are lawful for the corporation to do or exercise under and pursuant to the laws of the State of Florida for the purpose of accomplishing any of the purposes of the corporation. The Corporation shall not engage in any business or transaction for pecuniary gain.

ARTICLE III - POWERS

The corporation shall have all the powers granted to not for profit corporations under the laws of the State of Florida which are necessary or convenient to effect any and all purposes for

which the corporation is organized. No part of the assets or the net earnings, current or accumulated, of the corporation shall inure to the benefit of any private individual.

ARTICLE IV - MEMBERS

Members of the corporation shall consist of individuals over the age of 18 years of age, partnerships, or corporations holding a Dealers Sales and Service Agreement with Southeast Toyota Distributors, Inc. permitting the sale of new Toyota motor vehicles located in Volusia County, Florida.

ARTICLE V - TERM OF EXISTENCE

The corporation shall have perpetual existence.

ARTICLE VI - OFFICERS AND DIRECTORS

The affairs of the corporation shall be managed by a Board of Directors consisting of not less than three (3) persons. The number of directors shall be fixed in the By-Laws of this corporation. Annual elections will be held on the 31st day of May, of each year or such other date as selected by the Board of Directors. Election shall be by a majority vote of the members of this corporation in attendance at the annual meeting of the membership of this corporation.

The officers of the corporation shall consist of a President, Vice President, Secretary and Treasurer. Each officer shall serve for a term of one (1) year, beginning the 1st day of the month immediately following his election by a majority of the Board of Directors at the annual meeting of the Board of Directors. Officers may be re-elected to serve subsequent terms. In the event of

a vacancy on the Board of Directors or in any office for any reason, the Board of Directors shall fill such vacancy for the unexpired term.

ARTICLE VII - NAMES OF OFFICERS

The names of the officers who are to serve until the first election under the Articles of Incorporation are as follows:

<u>Name</u>	<u>Office</u>
Gilbert Dannehower	President
Randy Parker	Vice President
Randy Parker	Secretary
Gilbert Dannehower	Treasurer
George Fender	Assistant Treasurer

ARTICLE VIII - FIRST BOARD OF DIRECTORS

The number of persons constituting the first Board of Directors shall be three (3), and the names and addresses of the persons who are to serve as directors until the first election under these Articles of Incorporation are as follows:

<u>Name</u>	<u>Address</u>
George Dannehower	451 N. Nova Road Daytona Beach, FL 32114
Randy Parker	3505 N. U.S. Highway 17-92 Longwood, FL 32752
George Fender	1836 Woodward Street Orlando, FL 32803

ARTICLE IX - BY-LAWS

The By-Laws of the corporation shall be initially approved by a majority vote of the Board of Directors, and thereafter may be altered or rescinded by a majority vote of the Members at the annual meeting of the Members or at a duly called meeting of the Members in accordance with the By-Laws.

ARTICLE X - AMENDMENTS TO THE ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by law.

ARTICLE XI - DISSOLUTION

Upon the liquidation or dissolution of the corporation, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, including expenses incurred in connection with the dissolution or liquidation, shall be distributed to the members in accordance with their separate accounts.

ARTICLE XII - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation shall be:

1836 Woodward Street
Orlando, Florida 32803

The name of the initial registered agent of this corporation shall be:

George Fender

ARTICLE XIII - CORPORATION'S PRINCIPAL OFFICE
AND/OR MAILING ADDRESS

The mailing address of this corporation shall be: c/o George Fender 1836 Woodward
Street, Orlando, Florida 32803.

ARTICLE XIV - INCORPORATOR

The following is the name and street address of the incorporator signing these Articles:

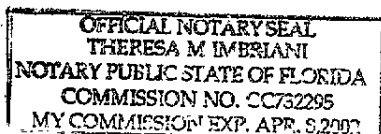
George Fender

IN WITNESS WHEREOF, I have set my hand and seal this ____ day of August, 1998.

George Fender
George Fender

STATE OF FLORIDA
COUNTY OF ORANGE

The foregoing instrument was acknowledged before me this 13th day of August, 1998,
by GEORGE FENDER.



AFFIX NOTARY STAMP

Theresa M. Imbriani
Signature of Notary Public

THERESA M. IMBRIANI
(Print Notary Name)

My Commission Expires: APRIL 8, 2002

Commission No.: CC732295

☒ Personally known, or

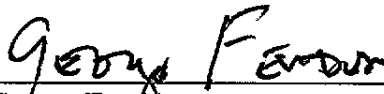
☐ Produced Identification

Type of Identification Produced:

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CERTIFICATE OF ACCEPTANCE AS REGISTERED AGENT

Having been named as the Registered Agent in the Articles of Incorporation of
VOLUSIA COUNTY SUPER 2 TOYOTA DEALERS ASSOCIATION, INC., I hereby accept
and agree to act in this capacity.


George Fender