



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 977912 10915A

AUTHORIZATION :

COST LIMIT : \$ 70.00

ORDER DATE : September 29, 1998

ORDER TIME : 11:40 AM

ORDER NO. : 977912-005

CUSTOMER NO: 10915A

CUSTOMER: Peggy Adolphson, Legal Asst
WALKER, KOEGLER & DILLINGHAM

P. O. Box 676

Ponte Vedra Bea, FL 32004-0676

DOMESTIC FILING

NAME: JACKSONVILLE MDAA, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 SEP 29 PM 3:36

RECEIVED
98 SEP 29 PM 1:12
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FL 32310
98

**ARTICLES OF INCORPORATION
OF
JACKSONVILLE MDAA, INC.
Non Profit Corporation**

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**ARTICLE I.
Name And Offices.**

Section 1. The name of this corporation is and shall be: Jacksonville MDAA, Inc.

Section 2. The principal office and mailing address of the corporation shall be at 10575 Atlantic Blvd., Jacksonville, Florida 32225. The corporation may also have offices at such places as the Board of Directors may from time to time appoint or the purpose of the corporation may require.

**ARTICLE II.
Statement Of Corporate Nature And Purposes.**

Section 1. This corporation is organized under a non-stock basis.

Section 2. The purpose of this corporation is to act as an agent through which payment shall be made for advertising and promotional activities purchased from and supplied by others to promote the sale of Mitsubishi motor cars and trucks by authorized Mitsubishi dealers in North Florida and South Georgia.

Section 3. This corporation may do any and all acts and things, and exercise any and all powers which it may now or hereafter be 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 have all the powers set forth in Florida Statute 617.0302 unless specifically prohibited by these Articles of Incorporation.

Section 4. The corporation shall confine its activities to those which are strictly non profit and shall not engage or use any of its funds, property, or income in carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

Section 5. The property of this corporation is irrevocably dedicated to advertising 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.

ARTICLE III.

Term.

This corporation shall have a perpetual existence unless dissolved according to law.

ARTICLE IV.

Membership.

Section 1. The sole class of members of this corporation shall be any person or entity who is an authorized Mitsubishi dealer and who has entered into an agreement to contribute an advertising allowance to this corporation.

Section 2. The members of this corporation shall have no right, title or interest whatsoever in its income, property, or assets. Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

ARTICLE V.

Management Of Corporate Affairs.

Section 1. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be not less than three. Initially, the Board of Directors shall consist of three members, provided however, that such number may be changed (but in no event to a number less than three) by a bylaw duly adopted by the members.

Section 2. The Directors named herein as the first Board of Directors shall hold office until the first annual meeting of the corporation or until their successors are duly elected and qualified.

Section 3. Annual meetings of the members shall be held each year at the principal office of the corporation, or at such other place or places as the Board of Directors may designate from time to time by resolution. The Directors shall be elected at each annual meeting of the members. Each Director shall hold office for one (1) year and until his successor is elected, qualified, or until his death, resignation or removal. Directors may be re-elected to serve more than one term in office.

Section 4. Any action required or permitted to be taken by the Board of Directors 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 Directors. 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 Directors without a meeting and that the

Articles of Incorporation and bylaws of this corporation authorize the Director to so act. Such a statement shall be *prima facie* evidence of such authority.

ARTICLE VI.

Bylaws.

Subject to the limitations contained in the bylaws, and any limitations set forth in Chapter 617, Florida Statutes, concerning corporate action that must be authorized or approved by the members, the bylaws may be altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefor in the bylaws.

ARTICLE VII.

Amendment Of Articles.

Amendments of these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote. Amendments may be adopted by vote of two-thirds of a quorum of members of the corporation.

ARTICLE VIII.

Incorporator.

The name and address of the Incorporator of these Articles of Incorporation is:

Randal C. Fairbanks	217 Ponte Vedra Park Drive, Suite 200
	Ponte Vedra Beach, Florida 32082

ARTICLE IX.

Registered Agent.

The initial registered agent and office of the corporation shall be:

Randal C. Fairbanks	217 Ponte Vedra Park Drive, Suite 200
	Ponte Vedra Beach, Florida 32082

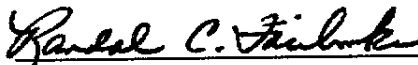
ARTICLE X.
Miscellaneous.

Section 1. The corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 2942 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 2. The corporation shall not engage in any act of self-dealing as defined in Section 4991(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws.

Section 3. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue code of 1986, or corresponding provisions of any subsequent Federal tax laws.

The undersigned, being the sole incorporator of this corporation, and being the subscriber to this corporation for the purpose of forming this nonprofit corporation under the laws of the State of Florida has executed these Articles of Incorporation this 28th day of September, 1998.

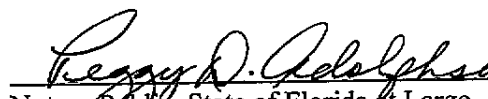


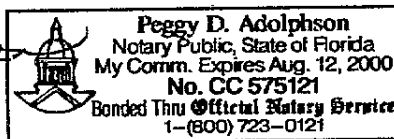
Randal C. Fairbanks

STATE OF FLORIDA)

COUNTY OF ST. JOHNS)

The foregoing instrument was acknowledged before me this 28th day of September, 1998, by Randal C. Fairbanks, [☒] who is personally known to me, or [☐] who has produced identification.


Notary Public, State of Florida at Large
Notary's Stamped or Printed Name:
My commission expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR
DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS
STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

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DIVISION OF CORPORATIONS
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First, that Jacksonville MDAA, Inc., desiring to organize as a non-profit corporation under the Laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, has named Randal C. Fairbanks, located at 217 Ponte Vedra Park Drive, Suite 200, Ponte Vedra Beach, Florida 32082, as its agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated Corporation at place designated in this certificate, and being familiar with the duties and responsibilities as registered agent for said corporation, I hereby agree to act in this capacity and to comply with the provisions of said Act.

By: Randal C. Fairbanks
Randal C. Fairbanks, Registered Agent