

*N/99000003922*

UPCHURCH, BAILEY AND UPCHURCH, P. A.

ATTORNEYS AT LAW  
ESTABLISHED 1925

780 NORTH PONCE DE LEON BOULEVARD  
SAINT AUGUSTINE

PLEASE REPLY TO  
POST OFFICE DRAWER 3007  
SAINT AUGUSTINE, FLORIDA 32085-3007

TELEPHONE (904) 829-9066  
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FRANK D. UPCHURCH, JR.  
OF COUNSEL

FRANK D. UPCHURCH  
(1894-1986)

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FRANK D. UPCHURCH, III  
TRACY WILSON UPCHURCH  
SIDNEY F. ANSBACHER  
KATHERINE GAERTNER JONES  
MICHAEL A. SIRAGUSA  
STEPHEN A. FAUSTINI

June 21, 1999

Secretary of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

800002912878--4  
-06/23/99--01024--011  
\*\*\*\*122.50 \*\*\*\*\*78.75

Re: Jacksonville Parts & Service Toyota Dealer Advertising  
Association, Inc.  
Our File No. 4-99-307

Dear Sir or Madam:

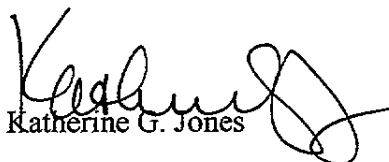
Enclosed please find an original and one copy of the Articles of Incorporation of the above-named corporation. Please file these articles and furnish me with a certified copy.

Article XII of the Articles of Incorporation sets out the name and address of the registered agent of the corporation, and his acceptance is attached.

I have also enclosed a check payable to the Secretary of State in the amount of \$122.50 for your filing fee, corporate charter, including a certified copy of the charter document, and registration of registered agent.

Please call if you have any questions.

Sincerely yours,

  
Katherine G. Jones

KGJ/jgs  
Enclosures

*Katherine Jones* GAVE  
AUTHORIZATION BY PHONE TO  
CORRECT *Art. III*  
DATE *6/25/99*  
DOC. EXAM *Doris Brown*

D. BROWN JUN 25 1999

**ARTICLES OF INCORPORATION OF  
JACKSONVILLE PARTS & SERVICE TOYOTA DEALER ADVERTISING  
ASSOCIATION, INC.**

**a corporation not-for-profit**

The undersigned person, desiring to form a Corporation not-for-profit under Chapter 617 of the Florida Statutes, certifies as follows:

**ARTICLE I**

Name

The name of the Corporation is Jacksonville Parts & Service Toyota Dealer Advertising Association, Inc.

**ARTICLE II**

Purpose

The Corporation is organized for any lawful purpose or purposes authorized by the non-profit corporation laws of the State of Florida including without limitation advertising and promoting Toyota parts and service. In furtherance of such purposes, the Corporation shall have and may exercise any and all powers, rights and privileges which a corporation organized under the non-profit corporation laws of the State of Florida by law may now or hereafter have or exercise.

### ARTICLE III

#### Membership

The Corporation shall have a membership distinct from its Board of Directors. The authorized number and qualification of the members, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, their liability for dues and assessments and the method of collection thereof shall be as set forth in the Bylaws.

### ARTICLE IV

#### Existence

The Corporation shall have perpetual existence.

### ARTICLE V

#### Subscribers Names and Residences

The name and address of the subscriber to these articles of incorporation is:

Name: Mr. William L. Brooks  
2995 U.S. Highway 1 South  
St. Augustine, Florida 32086

## ARTICLE VI

### Board of Directors

The powers of the Corporation shall be exercised, its property controlled and its affairs managed by a Board of Directors. The names and addresses of the initial Board of Directors are as follows:

William L. Brooks	2996 U.S. Highway 1 South St. Augustine, Florida 32086
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Steve Silverio	10564 Phillips Highway Jacksonville, Florida 32256
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Robert Hyer	78097 Blanding Boulevard Jacksonville, Florida 32244
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Mike Palmer	1310 Cassat Avenue Jacksonville, Florida 32210
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Miller McCormick	8445 Arlington Expressway Jacksonville, Florida 32211
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The manner in which the directors are elected is as stated in the By-Laws.

## ARTICLE VII

### No Financial Benefit to Members

No part of the net earnings of the Corporation shall enure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherances of the purposes set forth in Article II.

## **ARTICLE VIII**

### **Dissolution**

Upon the dissolution or winding up of the affairs of the Corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of the Corporation, shall be distributed to a not-for-profit fund, foundation, trust, corporation or other organization to be devoted to similar purposes.

## **ARTICLE IX**

### **Amendments to the Articles of Incorporation**

Amendments to the Articles of Incorporation may be proposed by any member of the Corporation. The Articles may be amended at any annual meeting of the Corporation, or at any special meeting duly called and held for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting.

## **ARTICLE X**

### **Amendments to By-Laws**

The Bylaws of the Corporation may be made, altered, or rescinded at any annual meeting of the Corporation, or at any special meeting duly called for such purpose, on the affirmative vote of two-thirds (2/3) of each class of members existing at the time of and present at such meeting, except the initial Bylaws of the Association shall be made and adopted by the Board of Directors.

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## **ARTICLE XI**

### **Indemnification**

Every director and officer of the Corporation and every member of the Corporation serving the Corporation at its request shall be indemnified by the Corporation for all expenses and liabilities, including attorneys' fees and appellate attorneys' fees, reasonably incurred by or imposed upon him or her in connection with any proceeding or any settlement of any proceeding to which he or she may be a party, or in which he or she may become involved by reason of his or her being or having been a director or officer of the Corporation, or by reason of his or her serving or having served the Corporation at its request, whether or not he or she is a director or officer or is serving at the time the expenses or liabilities were incurred; provided, that in the event of a settlement before entry of judgment, and also when the person concerned is adjudged guilty of gross negligence or willful misconduct, indemnification shall apply only when the Board of Directors approves the settlement and/or reimbursement as being in the interest of the Corporation. The foregoing right of indemnification shall be in addition to and not in lieu of any and all other rights to which that person may be entitled.

## **ARTICLE XII**

### **Principal Office, Initial Registered Office and Registered Agent**

The street address of the initial principal office of the Corporation and the initial registered office of the Corporation is 2995 U.S. Highway 1 South, St. Augustine, Florida 32086 and the initial registered agent at that address is William L. Brooks.

**ARTICLE XIII**

**Mailing Address**

The mailing address of the Corporation is 2995 U.S. Highway 1 South, St.  
Augustine, Florida 32086.

  
Subscriber

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

**THE FOREGOING** instrument was acknowledged before me this 18<sup>th</sup> day of  
June, 1999, by William L. Brooks, who (☒) is personally known to me or  
(☐) has produced Florida driver's license number B-620-932-54-2150  
as identification.



Signature of Notary

EVA M. HAWKINS

(Name of notary, typed or printed)

Commission number: CC 489695

Commission expires: 7-12-99

EVA M. HAWKINS  
Notary Public, State of Florida  
My Comm. expires July 12, 1999  
Comm. No. CC 489695  
Bonded Through Notary Public Underwriters

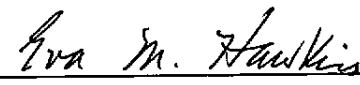
**ACCEPTANCE BY REGISTERED IN AGENT**

I am familiar with and accept the duties and responsibilities as Registered Agent  
for the foregoing corporation.

  
William L. Brooks, Registered Agent

STATE OF FLORIDA  
COUNTY OF ST. JOHNS

**THE FOREGOING** instrument was acknowledged before me this 18<sup>th</sup> day of  
JUNE, 1999, by William L. Brooks, who (☒) is personally known to me  
or (☐) have produced Florida driver's license number B-620-932-54-2150  
as identification.

  
Signature of Notary  
EVA M. HAWKINS  
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