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FLORIDA PROFIT/NON PROFIT CORPORATION
ACS Car Care Holding II, Inc.

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ARTICLES OF INCORPORATION

of

ACS CAR CARE HOLDING II, INC.

The undersigned, acting as Incorporator of ACS Car Care Holding II, Inc., a corporation organized under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation for such corporation:

ARTICLE I

NAME OF CORPORATION

The name of this Corporation shall be ACS CAR CARE HOLDING II, INC. (the "Corporation").

ARTICLE II

PRINCIPAL OFFICE

The street address of the initial principal office of the Corporation is 1515 North Westshore Blvd, Tampa, Florida 33607.

ARTICLE III

PURPOSE

The purposes of the Corporation shall be to own, lease and operate AAA Car Care Centers, as well as conduct an organization composed in whole or in part of persons owning motor vehicles or in whole or in part of persons known generally as the traveling public; to aid in securing the enactment of rational legislation and the formulation of proper rules and regulations governing the use of motor vehicles and other means of travel and the proper administration and observance of the same; to promote understanding among people in the United States and abroad and to that end to promote and arrange for travel of all kinds by land, sea and air; to protect

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owners and users of motor vehicles and other means of travel and the traveling public in general against unjust and unreasonable legislation and to maintain their lawful rights and privileges; to promote and encourage in all ways the construction and maintenance of good roads, the improvement of existing highways, the erection of legible warning and direction signs, the issuing of tour information, maps, and similar documents and information (in any and all media), and in all ways to encourage, develop and provide safe and convenient travel conditions, services and facilities, including highways, airways, seaways, and any other means of travel; to sponsor, encourage and promote safety education in schools and to furnish such materials and supplies as may be useful in connection therewith; to advance in every way the best interests of owners and users of motor vehicles and the traveling public in general, to inform and educate the traveling public and all motorists in the principles of traffic and travel safety and in other matters concerning travel and motorists in general; to encourage both domestic and international travel by members and by the general public, to make travel arrangements for such travel services, and to generally operate as a travel agency; to do any and all things useful and convenient to reduce the cost of travel by automobile or otherwise, and to operate an all inclusive travel service; to provide a full array of financial and insurance services; and to carry out and accomplish all or any part of the objects and purposes herein set forth in any lawful manner, either as principal or agent, directly or indirectly, through the use of agents and/or subsidiaries and affiliated companies.

The enumeration of the special purposes and powers herein set forth shall not be considered as a limitation upon the purposes and powers of the Corporation, but in addition thereto the Corporation shall have all the purposes and powers authorized by and usually granted to corporations organized under the laws of the State of Florida.

ARTICLE IV

AUTHORIZED SHARES

The aggregate number of shares which the Corporation shall have authority to issue is 1,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$.01 per share.

ARTICLE V

INITIAL REGISTERED OFFICE AND REGISTERED AGENT

The street address of the initial registered agent of the Corporation is 1211 1st Avenue North, St. Petersburg, Florida 33705, and the name of the initial registered agent at that address is J. Clifford Ruud.

ARTICLE VI

INCORPORATOR

The name of the Incorporator of the Corporation is John A. Tomlin, and the address of said Incorporator is 1515 North Westshore Blvd., Tampa, Florida 33607.

ARTICLE VII

BOARD OF DIRECTORS

The number of persons constituting the initial Board of Directors shall be four (4). The names and addresses of the members of the initial Board of Directors are as follows:

Robert R. Sharp
1515 North Westshore Blvd.
Tampa, Florida 33607

John A. Tomlin
1515 North Westshore Blvd.
Tampa, Florida 33607

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Robert A. McKee
1515 North Westshore Blvd.
Tampa, Florida 33607

Scott E. Denman
1515 North Westshore Blvd.
Tampa, Florida 33607

The method of appointment and election of directors thereafter shall be as stated in the Bylaws, and all other matters concerning the Board of Directors shall be governed by the Bylaws of the Corporation.

ARTICLE VII

OFFICERS

The Corporation shall have such officers as the Board of Directors shall determine, and the method of appointment and election of such officers shall be as specified in the Bylaws. All other matters concerning the officers shall be governed by the Bylaws of the Corporation.

ARTICLE IX

BYLAWS

Bylaws shall be adopted by majority vote of the initial Board of Directors. The Bylaws may thereafter be altered, amended or replaced as provided in the manner provided in the Bylaws themselves. The Bylaws may contain any provision for the regulation and management of the affairs of the Corporation not inconsistent with Florida law or the Articles of Incorporation.

ARTICLE X

TERM

The term for which the Corporation exists shall be perpetual.

ARTICLE XI

INDEMNIFICATION

(A) To the fullest extent permitted by the Florida Business Corporation Act, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article XI, nor the adoption of any provision of the Corporation's Articles of Incorporation inconsistent with this Article XI, shall eliminate or reduce the effect of this Article XI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article XI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE XII

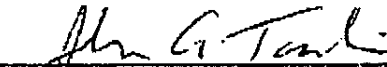
AMENDMENTS

Except as otherwise provided in Article XI, the Corporation reserves the right to amend, alter, change or repeal any provision in these Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation. These Articles of Incorporation may be amended prior to the issuance of shares of the Corporation by the

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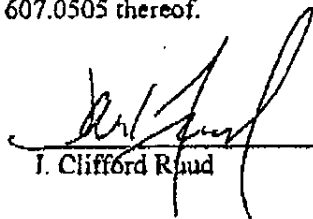
unanimous approval or consent of the Board of Directors. Thereafter, every amendment shall be effected in such manner as may be provided by law.

IN WITNESS WHEREOF, the Incorporator has hereunto fixed his signature this 7th day of October, 2010.


John A. Tomlin, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

The undersigned, named as the registered agent in Article V of these Articles of Incorporation, hereby accepts the appointment as such registered agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act, including specifically Section 607.0505 thereof.


I. Clifford Rood