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Division of Corporations

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Florida Department of State
Division of Corporations
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FLORIDA PROFIT/NON PROFIT CORPORATION
F & I Providers and Administrators Association, Inc.

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**ARTICLES OF INCORPORATION
OF
F & I PROVIDERS AND ADMINISTRATORS ASSOCIATION, INC.
(A corporation not-for-profit)**

The undersigned, acting as the incorporator of a corporation not for profit pursuant to Chapter 617, Florida Statutes, hereby makes, subscribes, acknowledges and files the following Articles of Incorporation:

ARTICLE I

Name and Address

The name of the corporation shall be F & I Providers and Administrators Association, Inc. (the "Corporation"). Pending any change authorized by the Corporation's Board of Directors, its offices shall be located at 3017 Naughton Way, Tarpon Springs, FL 34688.

ARTICLE II

Commencement and Term of Corporate Existence

The Corporation shall come into existence on the date of filing with the Florida Secretary of State. This Corporation shall have perpetual existence.

ARTICLE III

Purposes

A. General Purposes.

1. To promote professionalism and common ethical standards in the vehicle finance and insurance industry.
2. To create common training standards for, and certification of, third parties that support the vehicle finance and insurance industry.
3. To create a forum for the free exchange of ideas among vehicle finance and insurance industry participants for the promotion of the common good of the industry.
4. To perform all other acts and carry on and conduct all other activities necessary or useful in connection with or incidental to the accomplishment of any of the purposes set forth herein to the full extent permitted by the laws of the State of Florida and these Articles of Incorporation.

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5. Notwithstanding the foregoing, the Corporation is authorized to transact any lawful business for which a Florida corporation not for profit may be organized under Florida law.

B. Restrictions.

Notwithstanding any other provision in these Articles, all activities of the Corporation shall be carried on and all of the funds of the Corporation, whether income or principal and whether acquired by charge for services rendered, gift, contribution, investment return or other source, shall be used and applied exclusively for the above described purposes, and no part of the assets, income or profit of the Corporation shall be distributed to or enure to the personal benefit of any director of the Corporation or to any other individual; provided, however that reasonable compensation may be paid to any of the foregoing in exchange for services actually rendered to or for the benefit of the Corporation in furtherance of one or more of its purposes stated above. The Corporation shall not engage, otherwise than as an insubstantial part of its total activities, in activities which in themselves are not in furtherance of one or more of the exempt purposes specified in Section 501(c)(6), Internal Revenue Code of 1986, as now or hereafter amended.

ARTICLE IV

Membership

The Corporation shall have no members other than the persons elected or appointed from time to time as members of the Board of Directors who shall be considered to be the members of the Corporation for the purposes of any statutory provision or rule of law relating to members of a non-stock, nonprofit corporation.

ARTICLE V

Incorporator

The name and address of the incorporator of this Corporation is as follows:

David M. Jeffries
1227 North Franklin Street
Tampa, FL 33602

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ARTICLE VI

Registered Agent

The name of the initial registered agent of the Corporation is David M. Jeffries, whose office is located at 1227 N. Franklin Street, Tampa, FL 33602.

ARTICLE VII

Initial Directors

There shall be three directors constituting the Corporation's initial board of directors. The name and address of each person who is to serve as an initial director are:

David Gesualdo
3017 Naughton Way
Tarpon Springs, FL 34688

James Ganther
P.O. Box 10621
Tampa, FL 33679

Adam Kimber
15821 Sherbeck Lane
Huntington Beach, CA 92647

ARTICLE VIII

Management

The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, the precise number of which shall be set by the Bylaws of the Corporation, provided that there shall be a minimum of three directors at all times. The number of initial directors of the Corporation shall be three, provided, that such number may be changed from time to time by a bylaw duly adopted by the Board of Directors. Each member of the Board shall be elected in the manner and for the terms prescribed in the Bylaws, and shall hold office until his successor is duly elected and qualified.

ARTICLE IX

Bylaws

The Board of Directors of the Corporation shall adopt such Bylaws for the conduct of its activities as it may deem appropriate from time to time. The Bylaws, as so adopted, may be amended, altered or rescinded in the manner provided in the Bylaws.

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ARTICLE X

Amendments

These Articles of Incorporation may be further amended by the Board of Directors in the manner provided in the Bylaws.

ARTICLE XI

Distribution of Assets

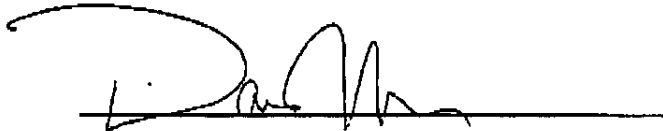
Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to one or more organizations which are exempt as organizations described in Section 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusively public purposes.

ARTICLE XII

Defense and Indemnification of Officers and Directors

The Corporation shall defend, indemnify and hold harmless every registered agent, director or officer and his or her heirs, personal representatives and administrators against liability and against expenses reasonably incurred by him or her in connection with any action, suit or proceeding to which he or she may be made a party by reason of his or her having been a director or officer of this Corporation, except in relation to matters as to which he or she shall be finally adjudged in such action, suit or proceeding to be liable for willful misconduct.

IN WITNESS WHEREOF, the undersigned has executed these Articles this 12th day of June, 2011.



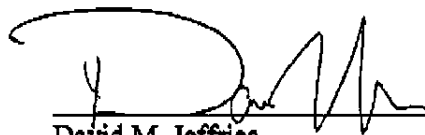
David Jeffries, Incorporator

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**CERTIFICATE DESIGNATING
REGISTERED AGENT**

Pursuant to the provisions of §§48.091 and 617.0501, Florida Statutes, F & I Providers and Administrators Association, Inc. desiring to organize under the laws of the State of Florida, hereby designates David M. Jeffries, an individual resident of the State of Florida, as its Registered Agent for the purpose of accepting service of process within such State and designates 1227 N. Franklin Street, Tampa, FL 33602, the business office of its Registered Agent, as its Registered Office.


David M. Jeffries

ACKNOWLEDGMENT

I hereby accept my appointment as Registered Agent of the above named corporation and agree to act as such in accordance with the provisions of §§48.091 and 617.0501, Florida Statutes.


David M. Jeffries

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