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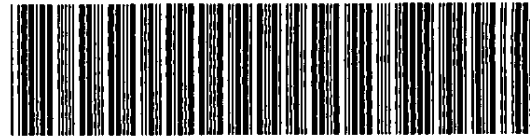
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ReState

APR 05 2013

R. WHITE

LAW OFFICE OF  
**JOHN W. GARDNER, P.A.**

221 EAST ROBERTSON STREET  
BRANDON, FLORIDA 33511

March 25, 2013

TELEPHONE 813 651-0055  
FACSIMILE 813 651-1874  
EMAIL: TAMPAHOKIE@AOL.COM

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: FLORIDA CAR SHOWS, INC.

Dear Madam/Sir:

Enclosed for filing please find Restated Articles of Incorporation for the referenced corporation. Additionally, enclosed please find our check in the amount of \$43.75, representing your filing fee.

At your earliest convenience, please file the enclosed and return a certified copy of the same to our office in the enclosed self-addressed stamped envelope.

Your attention to this matter is appreciated. Should you have any questions regarding this or any other matter, please telephone my office.

Very truly yours,

JOHN W. GARDNER, P.A.

John W. Gardner

JWG/ms

Enclosures

cc: Mr. Harold Brant  
Elizabeth P. Mullaugh, Esquire

FILED

13 APR -1 PM 4:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **FLORIDA CAR SHOWS, INC.**

### **RESTATED ARTICLES OF INCORPORATION**

**THE UNDERSIGNED**, being duly authorized by the Board of Directors of the corporation, hereby files these Restated Articles of Incorporation replacing the Articles of Incorporation filed with the Florida Secretary of State at Tallahassee, Leon County, Florida on September 14, 2012, replacing said Articles of Incorporation, upon written action of the Board of Directors dated February 26, 2013 which written action of the Directors was approved and adopted by the Shareholders by written action on February 26, 2013, as set forth hereinafter.

#### **ARTICLE I. NAME**

The name of this corporation is FLORIDA CAR SHOWS, INC.

#### **ARTICLE II. DURATION**

This corporation shall exist perpetually.

#### **ARTICLE III. PURPOSE**

This corporation is organized and incorporated for the purpose of carrying on any and all lawful business, including special event show hosting.

#### **ARTICLE IV. CAPITAL STOCK**

This corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, which shall be known as Class A shares, which shares shall be entitled to all rights and privileges afforded by the Florida Business Corporation Act, Chapter 607, Florida Statutes.

In addition, the corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, which shall be known as Class B shares, which shares shall have no right to vote, except to the extent required by the Florida Business Corporation Act, Chapter 607, Florida Statutes.

The powers of the shareholders shall be vested exclusively in the holder(s) of the Class A Common Stock. The holder(s) of the Class B Common Stock, as such, shall be entitled to no voting powers whatsoever nor shall the holder(s) of the Class B Common Stock be entitled to notice of any meetings.

Every holder of Class A Common Stock shall be entitled to one vote for

each share of Class A Common Stock standing in his or her name on the books of the Corporation.

Except for the limitation(s) specifically set forth hereinabove, the Class A Common Stock and the Class B common Stock shall be treated as though they constitute shares of the same class, and the holder(s) of the Class B Common Stock shall enjoy all economic rights and responsibilities of ownership as the holder(s) of the Class A Common Stock, including, but not limited to rights to dividend distribution, income allocation, capital appreciation and distributions on liquidation.

#### **ARTICLE V. CORPORATION'S PRINCIPAL OFFICE**

The principal office of the corporation shall be 1000 Bryn Mawr Road, Carlisle, Pennsylvania 17013. The mailing address of the corporation is the same.

#### **ARTICLE VI. INITIAL REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this corporation is 221 East Robertson Street, Brandon, Hillsborough County, Florida 33511, and the name of the initial registered agent of this corporation at that address is John W. Gardner, Esquire.

#### **ARTICLE VII. INITIAL BOARD OF DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws but shall never be less than one (1). The name and address of the initial directors of this corporation is as follows:

William M. Miller, Jr.  
1000 Bryn Mawr Road  
Carlisle, Pennsylvania 17013

Lance Miller  
1000 Bryn Mawr Road  
Carlisle, Pennsylvania 17013

#### **ARTICLE VIII. INCORPORATORS**

The names and addresses of the persons signing these articles of incorporation is as follows:

John W. Gardner  
221 East Robertson Street  
Brandon, Florida 33511

## **ARTICLE IX. POWERS**

This corporation shall have all of the corporate powers enumerated in the Florida Business Corporation Act, Chapter 607, Florida Statutes.

## **ARTICLE X. CUMULATIVE VOTING RIGHTS**

The principle of cumulative voting shall apply in all elections of directors of the corporation. Each stockholder entitled to vote shall have votes equal to the number of shares with voting rights held by him multiplied by the number of directors to be elected, and each may cast all his votes for a single candidate, or may divide and distribute his votes among any two or more candidates, as he sees fit. Each stockholder entitled to vote may, if he desires, cast fewer than all the votes to which he is entitled at any election of directors, but no ballot shall be valid if the total votes shown thereon are in excess of the total number of votes to which the stockholder casting such ballot is entitled.

At any such election, the candidates receiving the highest number of votes, up to the number of directors to be chosen, shall be elected, and an absolute majority of the votes cast is not a prerequisite to the election of any candidate to the board of directors.

## **ARTICLE XI. STOCKHOLDERS' MEETING**

The presence, at any stockholders' meeting, in person or by proxy, of persons entitled to vote 51% of the shares of the corporation then issued and outstanding shall constitute a quorum for the transaction of business.

The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding:

- a. Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

b. Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

c. The sale, lease or conveyance of all or substantially all of the assets of the corporation.

d. The voluntary dissolution, liquidation or winding up of the affairs of the corporation.

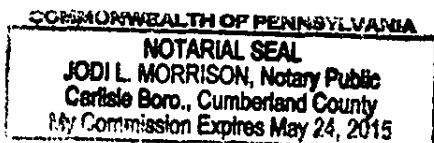
## ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment thereto or restatement thereof, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Restated Articles of Incorporation on February 26, 2013.

Sworn to and subscribed before me  
this 5 day of March 2013

William M. Miller, Jr.  
WILLIAM M. MILLER, JR., DIRECTOR



Lance Miller  
LANCE MILLER, DIRECTOR

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF CUMBERLAND

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM M. MILLER, JR and LANCE MILLER, who produced PA Drivers Lic as identification or is personally known to me and acknowledged that they executed the foregoing Restated Articles of Incorporation.

**IN WITNESS WHEREOF**, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on February 26, 2013.



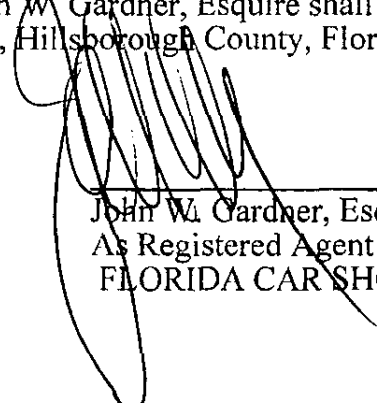
NOTARY PUBLIC

My Commission No.

My Commission Expires

**ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT**

**THIS IS TO CERTIFY** that I, John W. Gardner, Esquire, do hereby accept the designation as Registered Agent for FLORIDA CAR SHOWS, INC. Further, that the registered office of John W. Gardner, Esquire shall be maintained at 221 East Robertson Street, Brandon, Hillsborough County, Florida 33511.



John W. Gardner, Esquire

As Registered Agent for

FLORIDA CAR SHOWS, INC.

# **FLORIDA CAR SHOWS, INC.**

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### **ARTICLE IV. CAPITAL STOCK**

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In addition, the corporation is authorized to issue 1,000,000 shares of \$1.00 par value common stock, which shall be known as Class B shares, which shares shall have no right to vote, except to the extent required by the Florida Business Corporation Act, Chapter 607, Florida Statutes.

The powers of the shareholders shall be vested exclusively in the holder(s) of the Class A Common Stock. The holder(s) of the Class B Common Stock, as such, shall be entitled to no voting powers whatsoever nor shall the holder(s) of the Class B Common Stock be entitled to notice of any meetings.

Every holder of Class A Common Stock shall be entitled to one vote for



each share of Class A Common Stock standing in his or her name on the books of the Corporation.

Except for the limitation(s) specifically set forth hereinabove, the Class A Common Stock and the Class B common Stock shall be treated as though they constitute shares of the same class, and the holder(s) of the Class B Common Stock shall enjoy all economic rights and responsibilities of ownership as the holder(s) of the Class A Common Stock, including, but not limited to rights to dividend distribution, income allocation, capital appreciation and distributions on liquidation.

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Lance Miller  
1000 Bryn Mawr Road  
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John W. Gardner  
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## **ARTICLE IX. POWERS**

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The affirmative vote of 66 2/3% of the shares represented at a meeting at which a quorum is present shall be the act of the stockholders.

The following actions shall require the affirmative vote or written consent of the holders of at least 66% of all shares issued and outstanding:

- a. Amendment of these articles of incorporation to increase or decrease the authorized number of, or to change the designations, preferences, qualifications, limitations, restrictions, or special or relative rights of any of the classes of stock, or to create any new class or classes of stock;

b. Merger or consolidation with or into any other corporation other than a corporation wholly owned or controlled by the corporation, or the sale, lease, conveyance, exchange, transfer, or other disposition of all or substantially all of the property and assets of the corporation, or the voluntary dissolution, liquidation, or winding up of the corporation.

c. The sale, lease or conveyance of all or substantially all of the assets of the corporation.

d. The voluntary dissolution, liquidation or winding up of the affairs of the corporation.

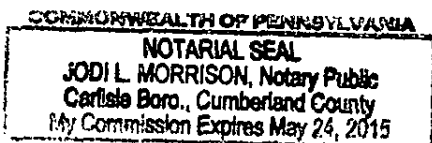
## ARTICLE XII. AMENDMENT

This corporation reserves the right to amend or repeal any provisions contained in these Restated Articles of Incorporation, or any amendment thereto or restatement thereof, and any right conferred upon the shareholders is subject to this restriction.

IN WITNESS WHEREOF, the undersigned subscribers have executed these Restated Articles of Incorporation on February 26, 2013.

Sworn to and subscribed before me  
this 5 day of March 2013

William M. Miller, Jr.  
WILLIAM M. MILLER, JR., DIRECTOR



Lance Miller  
LANCE MILLER, DIRECTOR

COMMONWEALTH OF PENNSYLVANIA  
COUNTY OF CUMBERLAND

BEFORE ME, the undersigned Notary Public, authorized to take acknowledgments in the State and County set forth above, personally appeared WILLIAM M. MILLER, JR and LANCE MILLER, who produced PA Drivers Lic as identification or is personally known to me and acknowledged that they executed the foregoing Restated Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid on February 26, 2013.



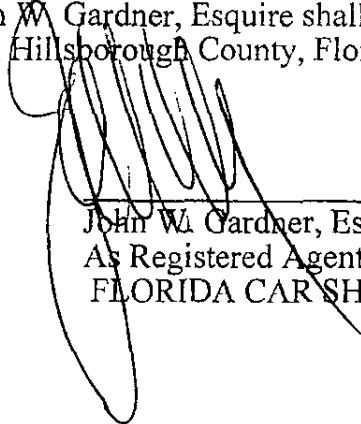
NOTARY PUBLIC

My Commission No.

My Commission Expires

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John W. Gardner, Esquire  
As Registered Agent for  
FLORIDA CAR SHOWS, INC.