

PI2000078630

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

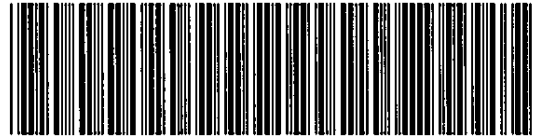
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500257772805

03/14/14--01015--007 **87.50

APPROVED
AND
FILED

14 MAR 14 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

MAR 19 2014

EXAMINER

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

221 EAST ROBERTSON STREET
BRANDON, FLORIDA 33511

March 7, 2014

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 Second 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

APPROVED
AND
FILED

14 MAR 14 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA CAR SHOWS, INC.

SECOND RESTATED ARTICLES OF INCORPORATION P12000078630

THE UNDERSIGNED, being duly authorized by the Board of Directors of the corporation, hereby files these Second Restated Articles of Incorporation replacing the Restated Articles of Incorporation filed with the Florida Secretary of State at Tallahassee, Leon County, Florida on September 14, 2012, and replacing the Restated Articles of Incorporation, and said Restated Articles of Incorporated upon written action of the Board of Directors dated January 22, 2014 which written action of the Directors was approved and adopted by the Shareholders by written action on January 22, 2014 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 common stock without par value, 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,

APPROVED
AND
FILED

14 MAR 14 AM 9:38

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 January 23, 2014.


WILLIAM M. MILLER, JR., DIRECTOR


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.

APPROVED
AND
FILED

14 MAR 14 AM 9:38

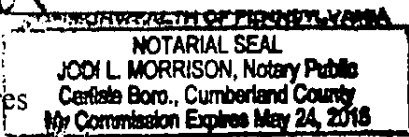
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

_____ 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 January 23, 2014.

Sworn to and subscribed before me
this 23rd day of Jan 20 14

Jodi Morrison
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.

[Signature]

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