

NO1000008724

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PLEASE REPLY TO:
LAKE PLACID
SEBRING

December 11, 2001

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

900004724329--1
-12/13/01--01035--002
*****70.00 *****70.00

Re: Sebring Race Museum, Inc.

Gentlemen:

We are enclosing the original and one copy of the proposed Articles of Incorporation for Sebring Race Museum, Inc., a non-profit corporation. Please approve and file the original, file stamp the copy and return it to us along with the charter number.

Enclosed is our check for your charges as follows:

Filing fee for Articles of Incorporation	\$ 35.00
Filing Registered Agent's Certificate	<u>35.00</u>
Total	<u>\$ 70.00</u>

Please let me know if anything further is required.

Sincerely yours,

J. Michael Swaine

SIGNED IN MR. SWAINE'S ABSENCE
TO AVOID DELAY IN MAILING

JMS:tw
Enclosures

FILED
01 DEC 13 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

J. BRYAN DEC 14 2001

ARTICLES OF INCORPORATION
OF
SEBRING RACE MUSEUM, INC.
(A non-profit corporation)

FILED
01 DEC 13 PM 9:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned subscriber to these articles of incorporation, a natural person competent to contract, hereby forms a non-profit corporation under the laws of the State of Florida.

ARTICLE I. NAME

The name of this corporation is:

SEBRING RACE MUSEUM, INC.

ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted is:

1. To engage in every aspect and phase of the business of displaying race memorabilia and to engage in every aspect and phase of related businesses.
2. To own, rent, lease, operate and maintain sufficient real and personal property to carry out the purposes hereinabove expressed.
3. To receive donations, gifts, or bequests of money or other property, and to accept the same, subject to such conditions or trusts as may be attached thereto, and to obligate itself to perform and execute, and to perform and execute any and all such conditions or trusts.
4. To contract debts and to borrow money, to issue, sell and pledge bonds, debentures, notes and other evidences of indebtedness.
5. To do everything necessary, proper, advisable, or convenient for the accomplishment of the purposes or powers set forth in this article, and to do all other things incidental thereto or connected therewith, which are not forbidden by law or these articles of incorporation.

6. To carry out any of the purposes or powers set forth in this article in any state, territory, district, or possession of the United States of America, or in any foreign country, to the extent that such purposes are not forbidden by the law of such place.

7. The purposes or powers set forth in this article are not in limitation of the general powers conferred by the non-profit corporation law of the State of Florida.

ARTICLE III. MEMBERS

Membership shall be open to all persons interested in the work of the corporation and who have been approved by the Board of Directors and who have paid the established dues.

ARTICLE IV. TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V. ADDRESS

The street address of the principal office of the corporation in the State of Florida is 113 Midway Drive, Sebring, FL 33870. The board of directors may from time to time move the principal office to any other address in Florida, and may establish branch offices in such other place or places as may be designated by the board of directors.

ARTICLE VI. OFFICERS

The affairs of the corporation are to be managed by a President and Secretary-Treasurer and such other officers as may be provided in the by-laws, who shall be elected at the annual meeting of the members on the first of July. Officers who are to serve until the next election of officers are:

NAME	OFFICE
William H. Stephenson, III	President
L.E. "Luke" Brooker	Secretary-Treasurer

ARTICLE VII. DIRECTORS

The corporation shall be managed by a board of not less than three (3) directors. Directors who are to serve until the first election of directors are:

NAME	ADDRESS
William H. Stephenson, III	113 Midway Drive Sebring, FL 33870
L.E. "Luke" Brooker	590 South Commerce Avenue Sebring, FL 33870
J. Michael Swaine	425 South Commerce Avenue Sebring, FL 33870

The Directors shall be elected by the method stated in the bylaws of this corporation.

ARTICLE VIII. SUBSCRIBER

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

NAME	ADDRESS
J. Michael Swaine	425 South Commerce Avenue Sebring, FL 33870

ARTICLE IX. AMENDMENT OF ARTICLES OF INCORPORATION AND BY-LAWS

The corporation reserves the right to amend, alter, change or appeal any provision contained in these articles of incorporation in the manner now or hereafter prescribed by law. Each amendment submitted to the members for approval must be approved by majority of the members entitled to vote thereon.

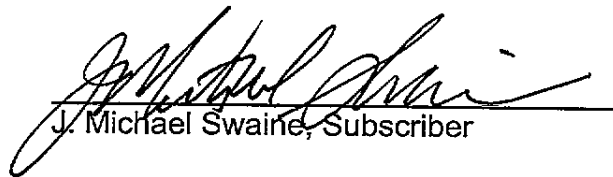
ARTICLE X. NON-PROFIT CHARACTER

This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers. Upon dissolution of the corporation all corporate assets remaining after payment of all liabilities shall be distributed to charitable, religious, scientific, literary or educational organizations.

ARTICLE XI. REGISTERED OFFICE AND REGISTERED AGENT

The corporation hereby designates as its registered office, 425 South Commerce Avenue, Sebring, FL 33870 and its registered agent, J. Michael Swaine, who is located at the same address for service of process.

IN WITNESS WHEREOF, the undersigned subscriber, has hereunto set my hand and seal this 10 day of December, 2001, for the purpose of forming this corporation under the laws of the State of Florida, and we hereby make and file in the office of the Secretary of State of the State of Florida, these articles of incorporation, and certify that the facts stated are true.

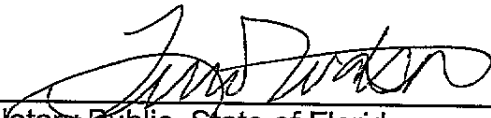

J. Michael Swaine, Subscriber

**STATE OF FLORIDA
COUNTY OF HIGHLANDS**

I HEREBY CERTIFY that on this day, before me, a notary public duly authorized in the state and county named above to take acknowledgments, personally appeared **J. Michael Swaine**, to me known to be the person described as subscriber in or who produced _____ as identification and who executed the foregoing Articles of Incorporation, and acknowledged before me that he subscribed to those Articles of Incorporation.

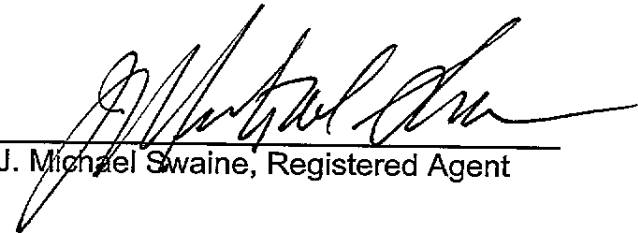
WITNESS my hand and official seal in the state and county named above this 10 day of December, 2001.





Notary Public, State of Florida
Printed Name: _____
Commission No. _____
My commission expires: _____
(affix notarial seal)

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said act relative to keeping open said office.



J. Michael Swaine, Registered Agent

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

01 DEC 13 PM 9:14

FILED