

N0500000/339

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To: Division of Corporations
Fax Number : (850)205-0380

From: Account Name : STEVEN E. EISENBERG, ATTORNEY
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TALLAHASSEE, FLORIDA

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DIVISION OF CORPORATIONS

BASIC AMENDMENT

CLUB MINIMAX, INC.

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Amend/CC
ca 9/13/05

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: CLUB MINIMAX, INC.

DOCUMENT NUMBER: N05000001339

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Steven E. Eisenberg
(Name of Contact Person)

Steven E. Eisenberg P.A.
(Firm/ Company)

3109 Stirling Rd ste 101
(Address)

Ft. Lauderdale FL 33312
(City/ State and Zip Code)

For further information concerning this matter, please call:

Steve eisenberg at (954) 981-6533
(Name of Contact Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- \$35 Filing Fee
- \$43.75 Filing Fee & Certificate of Status
- \$43.75 Filing Fee & Certified Copy (Additional copy is enclosed)
- \$52.50 Filing Fee Certificate of Status Certified Copy (Additional Copy is enclosed)

Mailing Address
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32399

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF AMENDMENT
To
ARTICLES of INCORPORATION

CLUB MINIMAX, INC.
Document Number N05000001339

Pursuant to the Provisions of F.S. 617.1006, this Florida Not for Profit Corporation adopts the following Amendments to its Articles of Incorporation as follows:

ARTICLE III

The Corporation is organized to Promote Safety, Sportsmanship, Educational and Technical advice and Recognition to Young Drivers involved in kart racing, and may engage in any activity or business permitted under the laws of the United States and of the State of Florida, as may be determined by the Bylaws of this Corporation. The purposes for which this Corporation as organized shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law. Notwithstanding any other provision of these Articles to the contrary, this Corporation shall not: (i) carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law; and(ii) shall not engage in any activity not permitted for organizations that receive contributions deductible under section 170(c)(2) of the federal tax code and any future corresponding sections thereto.

Article VII

OFFICERS and DIRECTORS

The names and addresses of the members of the Board of Directors and Officers shall be:

<u>Name</u>	<u>Title</u>
Joseph Gemari Sr. 6190 Vista Linda Lane Boca Raton Fl 33433	President and Director

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Louis Calandra
18 S. William Street
East Patchogue, NY 11772

Vice President, DIRECTOR

Debra Estep
4750 SW 24th Street
Ft. Lauderdale Fl 33317

Secretary, Treasurer

ARTICLE VIII

DISSOLUTION

In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purposes.

ARTICLE IX

TERMS OF EXISTENCE

The Corporation shall exist perpetually.

ARTICLE X

INDEMNIFICATION

The Corporation shall indemnify, or advance expenses to, to the fullest extent authorized or permitted by the Florida General Corporation Act, any person made, or threatened to be made, a party to any action, suit or proceeding by reason of the fact that he (i) is or was a director of the Corporation; (ii) is or was serving at the request of the Corporation as a director of another corporation; (iii) is or was an officer of the Corporation, provided that he is or was at the time a director of the Corporation; or (iv) is or was serving at the request of the Corporation as an officer of another corporation, provided that he is or was at the time a director of the Corporation or a director of such other corporation, serving at the request of the Corporation. Unless otherwise expressly prohibited by the Florida General Corporation Act, and except as otherwise provided in the foregoing sentence, the Board of Directors of the Corporation shall have the sole and exclusive discretion, on such terms and conditions as it shall determine, to indemnify, or advance expenses to, any person made, or threatened to be made, a party to any action, suit, or proceeding by reason of the fact that he is or was an officer, employee or

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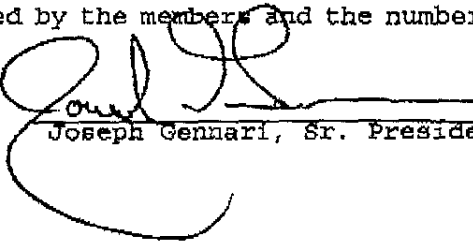
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agent of the corporation, or is or was serving at the request of the Corporation as an officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise. No person falling within the purview of the foregoing sentence may apply for indemnification or advancement of expenses to any court of competent jurisdiction.

The date of the adoption of these amendments are September 11, 2005.

The amendments were adopted by the members and the number of votes cast was sufficient for approval.



Joseph Gennari, Sr. President

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