

# N98000004156

GULF COAST R/C CAR CLUB  
5100 N. Tamiami Trail, Suite 105  
Naples, Florida 34103  
(941) 352-9021

July 9, 1998

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

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation for Gulf Coast R/C Car Club along with a check in the amount of \$122.50. Please process the and return the same to me upon receipt. I have enclosed a pre-paid, pre-labeled Federal Express envelope for your convenience.

Thank you for your prompt attention to this matter.

Sincerely,

*Tammy Rodriguez*

Tammy Rodriguez  
Secretary/Treasurer

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-07/13/98-01121--006  
\*\*\*122.50 \*\*\*122.50

*DMC*  
*7/14/98*

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**FILED**  
98 JUL 17 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

July 14, 1998

TAMMY RODRIGUEZ  
GULF COAST R/C CAR CLUB  
5100 N TAMiami TRAIL SUITE 105  
NAPLES, FL 34103

SUBJECT: GULF COAST R/C CAR CLUB, INC.  
Ref. Number: W98000015983

We have received your document for GULF COAST R/C CAR CLUB, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6923.

Doris McDuffie  
Corporate Specialist Supervisor

Letter Number: 198A00037531

**ARTICLES OF INCORPORATION  
OF  
GULF COAST R/C CAR CLUB, INC.**

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned, a natural person of the age of eighteen years or more, acting as incorporator for the purpose of creating a nonprofit corporation, adopts the following Articles of Incorporation for such corporation:

**ARTICLE I      NAME**

The name of the corporation (hereinafter the "Corporation") is Gulf Coast R/C Car Club, Inc. and shall be a not for profit corporation organized under Chapter 617, Florida Statutes, and shall have all powers given to a not for profit corporation by the provisions of the Florida Not For Profit Corporation Act.

**ARTICLE II      PRINCIPAL OFFICE**

The principal business and mailing address of this corporation shall be: 5100 N Tamiami Trail, Suite 105, Naples, Florida 34103.

**ARTICLE III      PURPOSE**

The nature of the Corporation and the objects and purposes for which it is organized are to engage in, conduct and carry out social activities and races for remote control on-road vehicles. To these ends, the Corporation may do and engage in any and all lawful activities that may be incidental or reasonably necessary to any of these purposes, and it shall and may exercise all other powers and authority now or hereafter conferred upon nonprofit corporations in the State of Florida.

The Corporation may, to the maximum extent permitted by law, indemnify each director, officer, agent and or employee, present or former, of the Corporation, or any person who may have served at its request as a director or officer of another corporation against all cost and expense incurred by or imposed upon them in connection with the defense of any action, suit, or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been such director, officer, agent or employee of the Corporation, or of such other corporation except in relation to matters as to which any such director, officer, agent or employee, present or former, shall be adjudged in such action, suit or proceeding to be liable on the basis that personal benefit was improperly received by him. The foregoing right of indemnification shall not be exclusive of other rights to which any director or officer, or any employee or agent may be entitled as a matter of law, or under any bylaw, agreement or otherwise.

In any proceeding brought by or in the right of the Corporation, there shall be no damages assessed against an officer or director arising out of a single transaction, occurrence, or course of conduct except that the liability of an officer or director shall not be limited if the officer or director engaged in willful misconduct or a knowing violation of the criminal law.

Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in this purpose section. Moreover, nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except for distributions of assets on dissolution and winding up, and except as may otherwise be authorized by the laws of the State of Florida.

#### **ARTICLE IV        MANNER OF ELECTION OF DIRECTORS**

The Corporation shall have members, and their designations, rights and qualification shall be set forth in the Corporation's bylaws. The initial members of the Board of Directors shall be the individuals designated herein. Thereafter, the members shall elect new directors at the annual meeting of the members or at such other time as the members shall designate including by way of unanimous written consent. The members shall have authority to increase the number of directors, remove directors and/or fill vacancies in accordance with the provisions of the bylaws.

#### **ARTICLE V        INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and Florida address of the initial registered agent are: Tammy J. Rodriguez, 5100 N. Tamiami Trail, Suite 105, Naples, Florida 34103.

#### **ARTICLE VI        INCORPORATOR**

The name and address of the Incorporator of these Articles of Incorporation are: Mark G. Benfield, 2960 70th Street SW, Naples, Florida 34105-7216.

#### **ARTICLE VII        BOARD OF DIRECTORS**

The number of directors constituting the initial Board of Directors is three (3), and the names and addresses of the persons who are to service as initial directors until the first annual meeting or until their successors are elected and qualified are:

Mark Benfield, President  
2960 70th Street SW  
Naples, FL 34105

Charles Robichaud, Vice President  
9529 Winterview  
Naples, FL 34109

Tammy Rodriguez, Secretary/Treasurer  
6820 Darby Court  
Naples, FL 34104

## **ARTICLE VII**

## **CORPORATE RESTRICTIONS**

Subject to the restrictions and limitations hereinafter set forth, the Corporation will use and apply the whole or any part of its income and its principal exclusively for pleasure, recreation, and other nonprofitable purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501 (c)(7) of the Internal Revenue Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Director or Officer of the corporation or any member of the Corporation or any other private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes), and no Director or Officer of the Corporation, or any private individual shall be entitled to share in the distribution of any corporate assets on dissolution the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office.

The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of and subsequent federal tax laws.

The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of and subsequent federal tax laws.

The Corporation shall not retain any excess business holdings as defined in Sections 4943(c) of the Internal Revenue Code, or corresponding provisions of and subsequent federal tax laws.

The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of and subsequent federal tax laws.

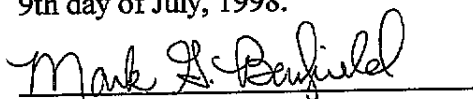
The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of and subsequent federal tax laws.

Notwithstanding any other provision of the Articles of Incorporation, the Corporation shall not conduct or carry on any activities not to be conducted or carry on any organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code issued pursuant thereto as they now exist or as they may hereafter be amended, or by an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code and the Regulations as they now exist or as they may hereafter be amended.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such

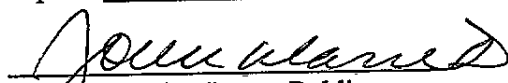
organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States Revenue Law), as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal offices of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as the Court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF I have signed and acknowledged these Articles of Incorporation, this 9th day of July, 1998.

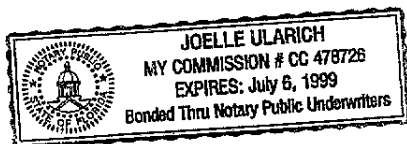


Mark G. Benfield  
Incorporator

This instrument was acknowledged before me, the undersigned Notary Public, this 9th day of July 1998, by Mark Benfield who is produced Florida Drivers License # B514-547-61-461-0 expires 12-21-98, as identification.

  
Joelle Ularich, Notary Public

(SEAL)



# CERTIFICATE OF DESIGNATION REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Gulf Coast R/C Car Club, Inc.  
(must include suffix)

FILED  
98 JUL 17 PM 3:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2. The name and address of the registered agent and office is:

Tammy Rodriguez  
(Name)

5100 N. Tamiami Trail, Suite 105  
(Street address - P. O. Box or Mail Drop Box NOT acceptable)

Naples, FL 34103  
(City/State/Zip)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

Tammy Rodriguez  
(Signature)

7/15/98  
(Date)