

F99000000580

Greenberg Traurig
Requestor's Name

Michelle 425-8536
City/State/Zip Phone #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

- ~~Churchill Downs Incorporated~~
(Corporation Name) (Document #)
- Churchill Downs Management Company
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)
- _____
(Corporation Name) (Document #)

- Walk in
 Pick up time call me
 Certified Copy
 Mail out
 Will wait
 Photocopy
 Certificate of Status

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input checked="" type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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Examiner's Initials

**APPLICATION BY FOREIGN CORPORATION FOR AUTHORIZATION TO
TRANSACT BUSINESS IN FLORIDA**

**IN COMPLIANCE WITH SECTION 607.1503, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED TO REGISTER A FOREIGN CORPORATION TO TRANSACT BUSINESS IN THE
STATE OF FLORIDA:**

1. CHURCHILL DOWNS MANAGEMENT COMPANY
(Name of corporation: must include the word "INCORPORATED", "COMPANY", "CORPORATION" or words or abbreviations of like import in language as will clearly indicate that it is a corporation instead of a natural person or partnership if not so contained in the name at present.)

2. KENTUCKY 3. 61-1165963
(State or country under the law of which it is incorporated) (FEI number, if applicable)

4. 05-02-89 5. PERPETUAL
(Date of Incorporation) (Duration: Year corp. will cease to exist or "perpetual")

6. UPON QUALIFICATION
(Date first transacted business in Florida. (See sections 607.1501, 607.1502, and 817.155, F.S.)

7. 700 CENTRAL AVENUE
LOUISVILLE, KENTUCKY 40208
(Current mailing address)

8. ANY BUSINESS ALLOWED BY FLORIDA LAW
(Purpose(s) of corporation authorized in home state or country to be carried out in the state of Florida)

9. Name and street address of Florida registered agent:

Name: RONALD C. LAFACE, ESQUIRE
Office Address: 101 E. COLLEGE AVENUE
TALLAHASSEE, Florida, 32301
(Zip Code)

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10. Registered agent's acceptance:

Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this application, 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 relative to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Ronald C. LaFace
(Registered agent's signature)

Ronald C. LaFace, Greenberg Traurig, P.A., 101 E. College Avenue,
Tallahassee, FL 32301

11. Attached is a certificate of existence duly authenticated, not more than 90 days prior to delivery of this application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the law of which it is incorporated.

12. Names and addresses of officers and/or directors:

A. DIRECTORS

Chairman: See attached

Address: _____

Vice Chairman: See attached

Address: _____

Director: See attached

Address: _____

Director: See attached

Address: _____

B. OFFICERS

President: JEFFREY M. SMITH

Address: 700 CENTRAL AVENUE
LOUISVILLE, KENTUCKY 40208

Vice President: ROBERT L. DECKER

Address: 700 CENTRAL AVENUE
LOUISVILLE, KENTUCKY 40208

Secretary: ALEXANDER M. WALDROP

Address: 700 CENTRAL AVENUE
LOUISVILLE, KENTUCKY 40208

Treasurer: ROBERT L. DECKER

Address: 700 CENTRAL AVENUE
LOUISVILLE, KENTUCKY 40208

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NOTE: If necessary, you may attach an addendum to the application listing additional officers and/or directors.

13. 
(Signature of Chairman, Vice Chairman, or any officer listed in number 12 of the application)

14. Jeffrey M. Smith, President
(Typed or printed name and capacity of person signing application)

12. Names and addresses of officers and/or directors:

B. DIRECTORS

Chairman: **Thomas H. Meeker**
700 Central Avenue
Louisville, Kentucky 40208

Director: **Charles W. Bidwill, Jr.**
700 Central Avenue
Louisville, Kentucky 40208

Director: **Frank B. Hower, Jr.**
700 Central Avenue
Louisville, Kentucky 40208

Director: **Jeffrey M. Smith**
700 Central Avenue
Louisville, Kentucky 40208

Director: **Darrell R. Wells**
700 Central Avenue
Louisville, Kentucky 40208

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John Y. Brown III
Secretary of State
Certificate of Existence

I, JOHN Y. BROWN III, Secretary of State of the Commonwealth of Kentucky, do hereby certify that according to the records in the Office of the Secretary of State,

CHURCHILL DOWNS MANAGEMENT COMPANY

is a corporation duly organized and existing under KRS Chapter 271B, whose date of incorporation is May 2, 1989 and whose period of duration is perpetual

I further certify that all fees and penalties owed to the Secretary of State have been paid; that articles of dissolution have not been filed; and that the most recent annual report required by KRS 271B.16-220 has been delivered to the Secretary of State.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my Official Seal at Frankfort, Kentucky, this 28th day of January, 1999.

John Y. Brown, III

JOHN Y. BROWN III
Secretary of State
Commonwealth of Kentucky

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