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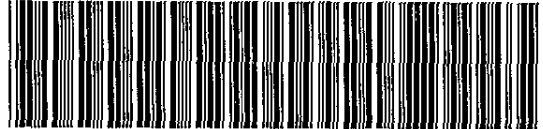
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DATE: 05-31-05

NAME: volusia operations, llc

TYPE OF FILING: ARTICLES OF ORGANIZATION

COST: \$125

RETURN:

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



**ARTICLES OF ORGANIZATION
OF
VOLUSIA OPERATIONS, LLC**

I, the undersigned natural person of the age of eighteen years or more, acting as organizer of a limited liability company under the Florida Limited Liability Company Act (the "Act"), do hereby adopt the following Articles of Organization for such limited liability company:

ARTICLE I

The name of the limited liability company is Volusia Operations, LLC (the "Company").

ARTICLE II

The purpose of which the Company is organized is the transaction of any lawful business for which limited liability companies may be organized under the Act.

ARTICLE III

The Company shall have perpetual existence.

ARTICLE IV

The mailing address and street address of the Company is 2500 McGee Drive, Suite 147, Norman, Oklahoma 73072

ARTICLE V

The name and address of the Company's initial registered agent and registered office in the State of Florida is Capital Corporate Services, Inc., 1333 North Duval Street, Tallahassee, Florida 32303.

Having been named as registered agent and to accept service of process for the above stated limited liability company 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 as provided for in Chapter 608, F.S.

Gayle Wundt asst sec.

Registered Agent's Signature

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ARTICLE VI

The powers of the Company shall be exercised by or under the authority of, and the business and affairs of the Company shall be managed under the direction of one or more Managers who may, but need not be, Members. The number and the classes and qualifications of Managers shall be fixed from time to time by or in accordance with the regulations of the Company adopted in accordance with the provisions of the Act (the "Regulations"). The names and address of the persons who shall serve as the initial manager of the Company until the first annual meeting of Members or until his/her successor is duly elected are as follows:

<u>Name</u>	<u>Address</u>
Boundless Track Operations, Inc., a Nevada corporation, MGR	2500 McGee Drive, Suite 147 Norman, Oklahoma 73072

ARTICLE VII

Except as provided in the Operating Agreement of the Company, no Member shall have a preemptive right to acquire any membership interests or securities of any class that may at any time be issued, sold or offered for sale by the Company.

ARTICLE VIII

No Manager of the Company shall be liable to the Company or its Members for monetary damages for an act or omission in the Manager's capacity as a Manager, except for liability of a Manager for (i) a breach of a Manager's duty of loyalty to the Company or its Members, (ii) an act or omission not in good faith that constitutes a breach of duty of the Manager to the Company or an act or omission that involves intentional misconduct or a knowing violation of the law, (iii) a transaction from which a Manager received an improper benefit, whether or not the benefit resulted from an action taken within the scope of the Manager's position, or (iv) an act or omission for which the liability of a Manager is expressly provided for by an applicable statute. If the Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law is amended to authorize action further eliminating or limited the liability of Managers, then the liability of a Manager of the Company shall be eliminated or limited to the fullest extent permitted by the Act, the Texas Business Corporation Act, the Texas Miscellaneous Corporation Laws Act, or other applicable law, as so amended.

Any repeal or modification of this paragraph by the Members shall not adversely affect any right or protection of a Manager existing at the time of such repeal or modification.

The Regulations may provide that any action required or permitted to be taken at a meeting of Members may be taken without a meeting if a written consent thereto shall be signed by Members entitled to vote thereon having not less than the minimum number of votes that would be necessary to take such action at a meeting.

ARTICLE IX

The power to adopt, alter, amend or repeal the Regulations of the Company shall be vested in the Managers of the Company, subject to any power expressly vested by the Regulations in the Members to adopt, alter, amend or repeal the Regulations.

ARTICLE X

The right of Members to cumulative voting in the election of Managers is expressly prohibited.

IN WITNESS WHEREOF, I have hereunto set my hand this 27th day of May, 2005.

BOUNDLESS TRACK OPERATIONS, INC.

By: 

Brian Carter, Vice President