

From: PHOENIX LAW PARTNERS

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FLORIDA LIMITED LIABILITY CO.  
Motorsports of Huntsville LLC

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ARTICLES OF ORGANIZATION  
For a Domestic Limited Liability Company

Pursuant to the laws of the State of Florida, to wit Chapter 608, Florida Statutes, the undersigned executes the following articles ("Articles") for purposes of forming a limited liability company ("the Company");

ARTICLE I

The name of the limited liability company is:

Motorsports of Huntsville LLC

ARTICLE II

The principal office shall be located at  
12271 Towne Lake Drive  
Fort Myers, Florida 33913

The mailing address is  
12271 Towne Lake Drive  
Fort Myers, Florida 33913

ARTICLE III

The initial registered agent is  
Charles PT Phoenix, Esq.

Service of process may be made on the registered agent at  
12800 University Drive, Suite 260, in Fort Myers, County of Lee, State of Florida, with  
the postal zip code being 33907.

ARTICLE IV

The Company may engage in any activity permitted by the Florida Limited Liability Company Act, as well as the other laws of the State of Florida, subject always to limitations of all other jurisdictions in which the Company acts.

ARTICLE V

The Company shall adopt an operating agreement that conforms to these Articles by unanimous consent of the initial members ("Operating Agreement"). The Operating Agreement shall always be construed to conform to these Articles or, if any paragraph or section of the Operating Agreement cannot be reasonably construed to conform to these Articles, each offensive paragraph and/or section of the Operating Agreement shall be stricken as if it had never been adopted into the Operating Agreement so that the Operating Agreement conforms to these Articles. The Operating Agreement shall otherwise be amendable and/or address matters not specifically precluded by these Articles. This Article controls all contradictory provisions of the other Articles, if any.

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**ARTICLE VI**

The Company shall act under the direction of the members (each a "Member"), always pursuant to these Articles and the Operating Agreement.

**ARTICLE VII**

Except as provided in the Operating Agreement on the Operating Agreement's effective date, the membership interests may be further limited in that all membership interests, including every portion thereof, may be subject to the Company's or the Members' rights of first refusal as expressed in the Operating Agreement.

The membership interests shall have no other limitations other than those specifically mandated by the *Florida Limited Liability Company Act* or as specified in these Articles or the Operating Agreement.

**ARTICLE VIII**

No withdrawing Member is entitled to receive any distribution or the value of the Member's Membership Interest as a result of withdrawal from the Company prior to the Company's liquidation, except as specifically provided in the Operating Agreement.

No Member is entitled to the return of, or interest on, that Member's capital contributions, except as otherwise provided in the Operating Agreement.

**ARTICLE IX**

The Company shall exist in perpetuity, unless dissolved pursuant to the *Florida Limited Liability Company Act* or as provided in the Operating Agreement.

**ARTICLE X**

All documents evidencing membership interests shall clearly bear legends indicating that the membership interests are issued subject to restrictions on transferability, in reliance upon the existence of exemptions from federal and state securities laws, and with the rights, limitations, preferences and elections as expressed in these Articles and the Operating Agreement.

**ARTICLE XI**

Additional Members may only be admitted to the Company as specifically provided in the Operating Agreement.

**ARTICLE XII**

The Articles may only be amended, superseded or repealed upon the majority vote or written, affirmative consent of all of the Members entitled to vote as expressed in the Operating Agreement.

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ACKNOWLEDGMENT

I, an authorized representative of the Company, and without personally assuming or ratifying any prior contracts or promises made on the Company's behalf by any person or entity prior to the Company's formation, if any, execute these Articles this 27 day of December 2010.

  
\_\_\_\_\_  
J. Scott Fischer


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ACCEPTANCE OF APPOINTMENT AS RESIDENT AGENT OF  
Motorsports of Huntsville LLC

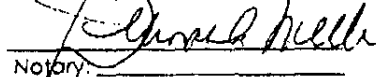
I hereby accept the appointment as resident agent as designated in the attached Articles. I am familiar with and accept the obligations mandated by Chapter 608, Florida Statutes that are associated with the appointment.

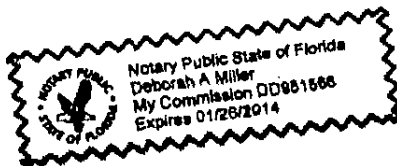
  
Charles PT Phoenix, Esq

State of Florida     )  
                              )  
County of Lee        )

I hereby certify that before me, the undersigned authority, duly authorized to take acknowledgments and administer oaths, personally appeared Charles PT Phoenix, Esq, known to me to be the person who executed this Acceptance of Appointment as Resident Agent.

Witness my hand and official seal this 28 day of December 2010.

  
Notary: \_\_\_\_\_



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From: PHOENIX LAW PARTNERS

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Motorsports of Huntsville LLC  
Membership Listing

The Initial Managing Member of the Company is:

Scott Fischer Enterprises LLC

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