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**FLORIDA LIMITED LIABILITY CO.
HOF-ARCF, LLC**

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**ARTICLES OF ORGANIZATION
OF
HOF-ARCF, LLC**

The undersigned executes these Articles of Organization for the purpose of forming a not-for-profit limited liability company pursuant to the Florida Revised Limited Liability Company Act.

ARTICLE I.
NAME

The name of the not-for-profit limited liability company is: HOF-ARCF, LLC.

ARTICLE II.
PRINCIPAL OFFICE AND ADDRESS

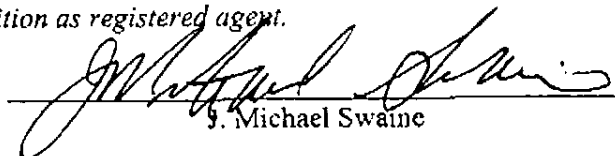
The street address of the principal office of the limited liability company is 113 Midway Drive, Sebring, Florida 33870.

The mailing address of the principal office of the limited liability company is P.O. Box 2791, Lakeland, Florida 33806.

ARTICLE III.
REGISTERED AGENT AND OFFICE

The street address of the initial registered office of the limited liability company is 425 South Commerce Avenue, Sebring, Florida 33870, and the name of the Company's initial registered agent at that address is J. Michael Swaine.

Having been named to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment of 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.


J. Michael Swaine

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ARTICLE IV.
PURPOSE

The limited liability company is organized exclusively for charitable, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future federal tax code. The limited liability company is organized and shall continue to exist for the purposes of documenting, preserving, encouraging and promoting the history of the 12 Hours of Sebring and automobile racing artifacts, records, and memorabilia through the support of and providing services to the sole member Sebring Hall of Fame, Inc., a Florida not for profit corporation. No part of the activities of the company shall inure to the benefit of any individual and no substantial part of its activities shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the company shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE V.
POWERS

The limited liability company shall be authorized and empowered to exercise any and all powers conferred by the Florida Revised Limited Liability Act, as may be amended from time to time, provided such powers are exercised in a manner that is consistent with, and reasonably necessary and incidental to, the objects and purposes of the limited liability company set forth in Article IV hereof. Notwithstanding any other provision of these Articles, the limited liability company will not exercise any powers or engage in any activities, other than to an insubstantial extent, that in themselves are not in furtherance of: (i) Section 501(c)(3) of the Internal revenue Code, its rules and regulations, all as amended now or hereafter, (ii) Section 170(c)(2) of the

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Internal Revenue Code, its rules and regulations, all as amended now or hereafter, or (iii) the purposes of the limited liability company, as set forth herein.

ARTICLE VI.
MEMBERSHIP

The sole member of HOF-ARCF, LLC is Sebring Hall of Fame, Inc., which member is a Florida not for profit corporation and is a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE VII.
DURATION

The limited liability company shall commence existence on the filing of these Articles of Organization and shall have a perpetual duration.

ARTICLE VIII.
NO PRIVATE INUREMENT

No part of the net earnings of the limited liability company shall inure to the benefit of any director, member, trustee, officer, or any private individual (except that reasonable compensation may be paid for services rendered to or for the company affecting one or more of its purposes), and no member, trustee, officer of the company, or any private individual shall be entitled to share in the distribution of any of the company's assets on dissolution of the corporation.

ARTICLE IX.
DISTRIBUTIONS UPON DISSOLUTION

Upon dissolution of the limited liability company, the sole member shall, after paying or making provision for the payment of all of the liabilities of the company, dispose of all of the

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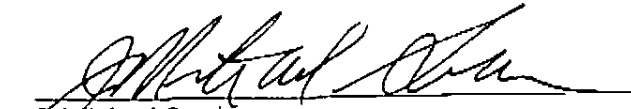
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assets of the company exclusively for the purposes of the company in such manner, or to a charitable, scientific, religious, literary, or educational organization which at that time qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be amended.

ARTICLE X.
MANAGER-MANAGED LLC

The affairs and property of this company shall be managed and governed by the Manager of the Company. The Manager shall be elected by the member at the sole discretion of the member. The initial Manager of the limited liability company is Ford W. Heacock, III, whose address is 2418 Jonila Avenue, Lakeland, Florida 33803.

EXECUTED this 4th day of March, 2024.


J. Michael Swaine
an authorized representative of the member

763

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