

NO1000000482

Tuesday, January 09, 2001

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
P.O. BOX 6327
TALLAHASSEE, FLORIDA 32314

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-01/12/01--01091--007
*****78.75 *****78.75

RE: NEW NOT-FOR-PROFIT CORPORATION

TO WHOM THIS MAY CONCERN:

PLEASE FIND ENCLOSED FOR FILING A CHECK IN THE AMOUNT OF
\$78.75 FOR THE FOLLOWING:

FILING FEE:	\$35.00
DESIGNATION OF REGISTERED AGENT:	\$35.00
CERTIFICATE OF STATUS:	\$ 8.75

SHOULD YOU HAVE ANY FURTHER QUESTIONS PLEASE FEEL FREE TO
CONTACT OUR OFFICE AT (941) 750-8454

THANK YOU FOR YOUR COURTESY.

MARY LISA STEPHENS

2620-c Manatee Avenue
West Bradenton, Florida 34205

FILED
01 JAN 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 17, 2001

MARY LISA STEPHENS
2620-C MANATEE AVE
WEST BRADENTON, FL 34205

SUBJECT: KARTING FOR CHARITY INCORPORATED
Ref. Number: W01000001210

We have received your document for KARTING FOR CHARITY INCORPORATED and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain a registered agent with a Florida street address and a signed statement of acceptance. (i.e. I hereby am familiar with and accept the duties and responsibilities of Registered Agent.)

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) 487-6926.

Gina Bullock
Document Specialist

Letter Number: 401A00002504

FILED
01 JAN 22 AM 9:12
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
KARTING FOR CHARITY INCORPORATED
A Florida Not-For-Profit Corporation

The undersigned persons, for the purpose of forming (the "Corporation") under the provisions of Chapter 617 of the Florida Statutes and the Internal Revenue Code of 1986, Section 501 (c) (3), hereby adopt the following:

ARTICLE I- NAME

The name of the Corporation shall be Karting for Charity Incorporated.

ARTICLE II- PURPOSE

Section 1. The Corporation is a not-for-profit Organization and has been organized exclusively for charitable, educational and other purpose specifically as a IRC 501(c) (3) "Private Foundation" doing business as an amateur sports organization in support of charitable organizations that serve ill and disadvantage children in the community and which in turn qualify as exempt organizations under Section 501(c) (3) of the IRC on the corresponding section of any future federal tax code. As such, the Corporation will qualify as an exempt organization within the scope of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, (the "Code").

Section 2. Without limiting the generality of Section 1 above, the specific purposes of the Corporation shall be:

A. The specific purpose of the Corporation and that which it will be exclusively operated for is two fold:

1. To generate revenue from its activities as a IRC 501(c)(3) "Private Foundation d/b/a as a qualified sports organization" and donate such Revenue to 501(c)(3). To children in the local community and the State of Florida.

2. To foster national sports competition by sponsoring, organizing and conducting national competition go-kart events throughout the State of Florida and developing amateur athletes for such competition:

(a) Such competition for the purpose of developing young drivers to learn, acquire and advance their driving skills so that they can compete in a progression of local, divisional, state and national competition events according to their ability.

(b) The net revenue earned from conducting These races will be paid over to the 501(C)(3) charitable organizations as addressed in paragraph 1 above.

B. To accept donations from third parties, if and only if, such donations are in support of the two fold

objective of the Corporation. As per the regulatory guidelines specified in 501(c)(3), the Corporation meets the organizational definition of a "qualified amateur sports organization."

ARTICLES III- POWERS

Section 1. Except as limited by these Articles of Incorporation or its Bylaws, the Corporation shall have and may exercise all rights, powers and privileges in furtherance of its purposes as are now or may hereafter be conferred on not-for-profit corporations under the laws of the State of Florida.

Section 2. Without limiting the generality of Section 1 above, the specific powers of the Corporation shall be:

A. To acquire, through gifts, grants, endowment funds or any other legally permissible means or activities, assets and resources as may be beneficial to the fulfillment of the charitable purposes of 501(c)(3) organizations as designated by the Corporation's Board of Directors and as recorded in the corporate minutes and/or in furtherance of promoting national athletic competition and subsequent donations to 501(c)(3) children's organizations.

B. To make charitable contributions to any other affiliated organization exempt from taxation under

Section 501(c)(3) of the code;

C. To authorize reasonable and necessary expenses in order to promote the attainment of the corporate purpose in Article II above.

D. To manage, acquire and operate any of its assets in recognition and attainment of the foregoing objectives; and

E. To utilize its income in furtherance of the foregoing objectives.

F. To issue a letter of certification and status of third party contributors, that contribute money and goods and services, that such contributions are tax deductible as charitable contributions on the donor's federal income tax return. These certification letters are authorized only after the Internal Revenue Service has approved the Corporation as a 501(c)(3) organization by a letter of determination issued by IRS.

ARTICLES IV- LIMITATIONS ON ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any Member, Director or officer 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 Member, Director or officer of the

Corporation, or any other private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation; provided, however, the Corporation may confer benefits in the form of distributions, in dissolution or otherwise, upon any not-for-profit corporation described in Section 501(c)(3) of the Code and specified in Section 3 below. 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 any political campaign (by publication or distribution of any statements or otherwise) on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code, or by an organization contributions to which are deductible under Section 170(C)(2) of the Code. The Corporation may not engage, and may not be empowered to engage in any activity that does not further the purposes of the Corporation as stated in Article II, Section 2.A.

Section 3. Upon the dissolution of the Corporation, the Board of Directors of the Corporation shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation to another organization exempt from taxation under Section 501(c)(3) of the Code, if still exempt at the time of such disposition, or if not then so exempt, then to such organization or organizations organized and operated exclusively for religious, charitable, scientific or educational purposes which, at the time of such disposition, qualify as an exempt organization or organizations under Section 501(c)(3) of the Code, as the Board of Directors of the Corporation shall determine. Any assets not so disposed of shall be disposed of by a court of competent jurisdiction exclusively for such purposes, as said court shall determine.

Section 4. The organizations membership will be local and regional in nature.

Section 5. Self-dealing between the Corporation acting as a private foundation and its substantial contributors is prohibited.

Section 6. It is required that annual distribution of income be made for charitable purposes.

Section 7. It is prohibited to maintain holdings and provide business; investments must not jeopardize the carrying out of exempt purposes; expenditures must further exempt purposes.

**ARTICLE V- SPECIAL PROVISIONS AND CHARTER
REQUIREMENT RESTRICTIONS**

- A. The Corporation will distribute its income each tax year and not subject itself to tax on undistributed income under IRC Section 4942.
- B. The Corporation will not self-deal pursuant to IRC 4941(d).
- C. The Corporation will not retain any excess business holdings pursuant to IRC 4943(c).
- D. The Corporation will not make any investments resulting in tax pursuant to IRC 4944.
- E. The Corporation will not make any taxable expenditures per IRC 4945(d).

ARTICLE VI- TERM OF DURATION

The Corporation shall have perpetual duration.

ARTICLE VII- PRINCIPAL OFFICE OF CORPORATION

The principal office of the Corporation shall be located in Bradenton, Florida at 2620-c Manatee Avenue West.

ARTICLE VIII- MAILING ADDRESS OF CORPORATION

The mailing address of the Corporation shall be 2620-c
Manatee Avenue West Bradenton, Florida 34205.

ARTICLE IX- REGISTERED OFFICE AND AGENT

Section 1. The street address of the initial registered
office of the Corporation shall be 2620-c Manatee Avenue
West Bradenton, Florida 34205.

Section 2. The name of the initial registered agent of
the Corporation located at said address shall be MARY LISA
STEPHENS.

ARTICLE X- MEMBERS OF THE CORPORATION

Section 1. The Corporation shall have a membership
distinct from the Board of Directors. Members shall be
those individuals who are then currently members of the
Board of Directors of the Corporation.

Section 2. Members shall elect the Board of Directors.

ARTICLES XI- BOARD OF DIRECTORS

Section 1. Except as reserved to the members the powers
of the Corporation shall be exercised and its affairs
conducted by a Board of Directors.

Section 2. The number of Directors shall be provided in
the Bylaws of the Corporation.

Section 3. Directors shall be elected, removed and hold office as provided in the Bylaws.

ARTICLE XII- AMENDMENTS

Section 1. The power to alter, amend or repeal any provision of these Articles of Incorporation shall be the Members of the Corporation subject to all applicable provisions of the Internal Revenue Code.

ARTICLE XIV- INCORPORATORS

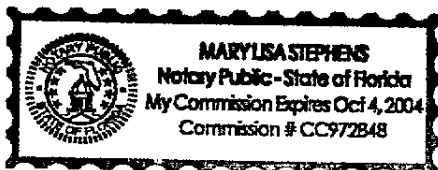
The name and address of the initial incorporator are as follows.

IN WITNESS WHEREOF, for purposes of forming a not-for-profit Corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation on this 8 day of Jan., 2001.

Harald B. [Signature]
Incorporator

STATE OF FLORIDA
COUNTY OF MANATEE

Sworn to and subscribed before me this 8th day of January, 2001, by produced FDL# 8520-322-46-324-0 as identification.



Mary Lisa Stephens
NOTARY OF PUBLIC, State of Florida
Printed Name Mary Lisa Stephens
My Commission Expires: 10-4-2004
Commission No. CC 972848

**SIGNED STATEMENT OF EXPECTANCE
AS REGISTERED AGENT**

I Mary Lisa Stephens located at 2620-c Manatee Avenue
West Bradenton, Florida 34205, hereby except the full
responsibilities and duties as registered agent for the corporation:

Karting for Charity Incorporated.

Mary L. Stephens
(Signature of Registered Agent)

**STATE OF FLORIDA
COUNTY OF MANATEE**

Sworn to (or affirmed) before me this 19th day of January, 2001, by Mary Lisa Stephens, who signed with a mark in the my presence, and who ~~did~~/did not take an oath and who is/is not personally know to me and produced Identification.

na

Theresa E. Dahlquist
(Signature of Notary of Public-State of Florida)

My Commission Expires:

July 4



01 JAN 22 AM 9:12
RECEIVED
MANATEE COUNTY
FLORIDA