

NO2000000458

CORPORATE
ACCESS,
INC.

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

WALK IN

PICK UP

1/17/02

Cy

FILED
2 JAN 17 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



CERTIFIED COPY

CUS

PHOTO COPY



FILING

Non Profit

1.)

Jacksonville Karting Association, Inc.

(CORPORATE NAME & DOCUMENT #)

2.)

(CORPORATE NAME & DOCUMENT #)

4000004781284--3
-01/17/02--01011--012
*****78.75 *****78.75

3.)

(CORPORATE NAME & DOCUMENT #)

4.)

(CORPORATE NAME & DOCUMENT #)

5.)

(CORPORATE NAME & DOCUMENT #)

RECEIVED
02 JAN 17 AM 10:07
DIVISION OF CORPORATION

SPECIAL INSTRUCTIONS



"When you need ACCESS to the world"

CALL THE FILING AND RETRIEVAL AGENCY DEDICATED TO SERVING YOU!

J. BRYAN JAN 17 2002



FLORIDA DEPARTMENT OF STATE
Katherine Harris
Secretary of State

January 24, 2002

CORPORATE ACCESS, INC.

SUBJECT: JACKSONVILLE KARTING ASSOCIATION, INC.

This letter will confirm that due to a clerical error the above referenced corporation was incorrectly filed as a PROFIT (P02000005803) corporation. Please be advised, we have corrected our records to reflect this corporation as a NON-PROFIT corporation and assigned new document number N02000000458 with the original file date of January 17, 2002.

Any annual reports/uniform business reports submitted this office should reflect the new document number.

We sincerely apologize for any inconvenience this error may have caused you.

Should you have any questions please feel free to contact this office at the address indicated below.

Sincerely,
Stacy Prather
Document Specialist Supervisor
New Filings Section

Letter number: 202A00004029

ARTICLES OF INCORPORATION
OF
JACKSONVILLE KARTING ASSOCIATION, INC.

FILED
02 JAN 17 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation not-for-profit under the laws of the State of Florida, Chapter 617, the Florida Not-For-Profit Corporation Act, adopts the following Articles of Incorporation:

Article I
Name

Section 1.1. Name. The name of this corporation shall be JACKSONVILLE KARTING ASSOCIATION, INC.

Article II
Principal Office and Mailing Address

Section 2.1. Principal Office and Mailing Address. The principal place of business of this corporation shall be 1050 Riverside Avenue Jacksonville, Florida 32204; and the mailing address of this corporation shall be 1050 Riverside Avenue, Jacksonville, Florida 32204.

Article III
Purposes

Section 3.1. Purposes. This corporation is organized for the purpose of transacting any or all lawful activity permitted under the laws of the United States of America and of the State of Florida for a not-for-profit corporation. It is intended that this corporation shall not engage in any activity for pecuniary profit. The primary purpose of this corporation shall initially be to promote the sponsorship and participation of amateur drivers in national and regional motorsports competition together with the overall encouragement of the growth of the sport.

Section 3.2. Limitations on Actions. All of the assets and earnings shall be used exclusively for the purposes set forth herein, and no part of the net earnings of the corporation shall enure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. 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 on behalf of any candidate for public office.

Article IV
Directors

Section 4.1. Number. This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than the number required by F. S. Section 617.0803(1) or successor provision.

Section 4.2. Initial Directors. The names and street addresses of the initial directors of the corporation are:

Leonard Rhymes
5613 Sabena Road
Jacksonville, Florida 32207

R.A. Stone
5918 Piper Glen Boulevard
Jacksonville, Florida 32222

James Mangham
5736 Salerno Road West
Jacksonville, Florida 32244

Section 4.3. Election. The directors shall be elected for the term and by the method stated in the corporation's bylaws.

Section 4.4. Compensation. The board of directors is hereby specifically authorized to make provision for reasonable compensation, if any, to its members for their services as directors, and to fix the basis and conditions upon which such compensation, if any, shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

Section 4.5. Indemnification. The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

Article V
Initial Registered Agent and Address

Section 5.1. Name and Address. The name and street address of the initial registered agent of this corporation is:

Clarence H. Houston, Jr.
Taylor, Stewart & Houston, P.A.
1050 Riverside Avenue
Jacksonville, Florida 32204

Article VI
Incorporator

Section 6.1. Name and Address. The name and street address of the incorporator of this corporation is:

Clarence H. Houston, Jr.
Taylor, Stewart & Houston, P.A.
1050 Riverside Avenue
Jacksonville, Florida 32204

Article VII
Duration

Section 7.1. Duration. This corporation shall exist perpetually. Corporate existence shall commence on the date these Articles are executed, except that if they are not filed by the Department of State of the State of Florida within five days, exclusive of legal holidays, after they are executed, corporate existence shall commence upon filing by the Department of State.

Article VIII
Members

Section 8.1. Members. The members of the corporation shall consist of the persons designated in Article IV as the initial Board of Directors and such other persons as the Board of Directors may elect from time to time.

Article IX
Dissolution

Section 9.1. Dissolution. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation by distributing the assets to such organization or organizations which, at such time, is or are qualified as an exempt organization under Section 501(c)(3) and which are described in Sections 170(c), 170(b)(1)(A), 2055(a), and 2522(a), as the Board of Directors shall determine. All section references are to the Internal Revenue Code of 1986, as amended.

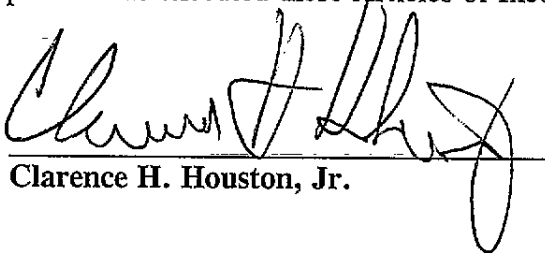
Article X
Bylaws

Section 10.1. Bylaws. The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the members or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the members if the members specifically provide that such bylaw is not subject to amendment or repeal by the directors.

Article XI
Amendment

Section 11.1. Amendment. This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the members is subject to this reservation.

IN WITNESS WHEREOF, the incorporator has executed these Articles of Incorporation the 16 day of January, 2002.

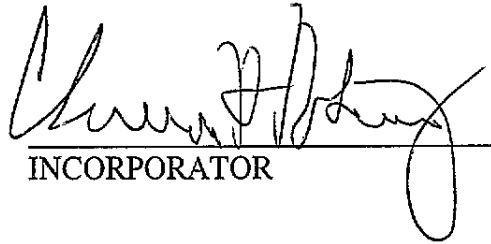

Clarence H. Houston, Jr.

**CERTIFICATE DESIGNATING REGISTERED OFFICE AND REGISTERED
AGENT FOR THE SERVICE OF PROCESS WITHIN FLORIDA**

In compliance with Sections 48.091, 617.0202 and 617.0501, Florida Statutes, the following is submitted:

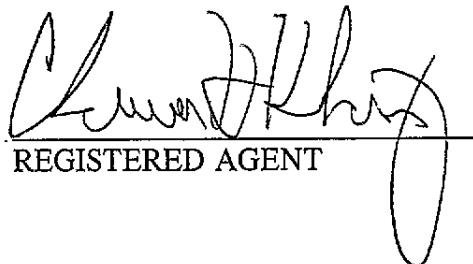
JACKSONVILLE KARTING ASSOCIATION, INC., desiring to organize or qualify under the laws of the State of Florida hereby designates **Clarence H. Houston, Jr.** as its registered agent to accept service of process within the State of Florida and the address of its registered office shall be **1050 Riverside Avenue, Jacksonville, Florida 32204.**

DATED this 16 day of January, 2002.


INCORPORATOR

Having been named as registered agent to accept service of process for the above stated corporation, 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.

DATED this 16 day of January, 2002.


REGISTERED AGENT

FILED
02 JAN 17 AM 10:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA