

TRANSMITTAL LETTER

**N02000000467**

Department of State  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

APPROVED  
FILED  
02 JAN 24 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SUBJECT:

FLORIDA MINI ENTHUSIAST, INC.  
(Proposed corporate name - must include suffix)

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

RECEIVED  
02 JAN 24 PM 1:14

Enclosed is an original and one(1) copy of the articles of incorporation and a check

☐ \$70.00  
Filing Fee

☒ \$78.75  
Filing Fee  
& Certificate of Status

☒ \$78.75  
Filing Fee  
& Certified Copy

☐ \$87.50  
Filing Fee,  
Certified Copy  
& Certificate of  
Status

ADDITIONAL COPY REQUIRED

FROM:

WAYNE KNIGHT

Name (Printed or typed)

2076 OK BOTTOM RD.

Address

TALLAHASSEE FL 32312

City, State & Zip

(850) 264-4591

Daytime Telephone number

900004794969--9  
-01/24/02--01082--001  
\*\*\*\*\*78.75 \*\*\*\*\*78.75

NOTE: Please provide the original and one copy of the articles.

*[Handwritten signature]*

## ARTICLES OF INCORPORATION OF

*FLORIDA MINI ENTHUSIAST, INC.*

APPROVED  
AND  
FILED  
12 JAN 24 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned incorporators make, subscribe and acknowledge the following Articles of Incorporation under the laws of the State of Florida.

### ARTICLE I

The name of the corporation shall be: *FLORIDA MINI ENTHUSIAST, INC.*

### ARTICLE II

The principal place of business and mailing address of the corporation shall be:

2824 SALISBURY BOULEVARD  
WINTER PARK, FLORIDA 32789

The Board of Directors may from time to time designate such other addresses and places for the principal office of this corporation as they may see fit.

### ARTICLE III

This corporation is a not-for-profit corporation organized under Chapter 617, Florida Statutes. It is not organized for the private gain of any person. It shall exercise all rights and powers conferred upon it by the laws of the State of Florida. In addition to, but not in limitation of such powers, the corporation shall have the power to manufacture, construct, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, and deal in and with products, goods, wares, merchandise, real and personal property and services of every kind, class, and description.

### ARTICLE IV

The corporation shall have three (3) Directors initially. The number of Directors may be increased or decreased from time to time by the By-laws adopted by the shareholders, but shall never be less than THREE.<sup>(a)</sup> The initial Directors are appointed to serve until the first annual meetings of shareholders (members) or until their successors are duly elected and qualified. Directors will be chosen annually thereafter, at the conclusion of the annual Spring Thing event. The members shall have the right at any regular meeting or at any special meeting called for such purpose, to remove any director of the corporation with or without cause. Except as otherwise provided by law, the entire

voting power for the election of directors shall be vested exclusively in the members. A quorum shall consist of all persons present at the appointed time of a meeting, notice of which has been provided to the members by telephone, electronic message, or U.S. mail. A simple majority vote of those members present is necessary for the passage of any provision or action brought before the members.

## ARTICLE V

These Articles of Incorporation may be amended in any manner provided by law.

## ARTICLE VI

- (a) The corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending, or completed action, suit or proceeding, whether civil or criminal, administrative or investigative, by reason or the fact that he or she is or was a director, officer, employee, or agent of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, or other proceeding, including any appeal thereof, if he/she acted in good faith or in a manner he/she reasonably believed to be in or not opposed to the best interest of the corporation, and with respect to any criminal action or proceeding, if he/she had no reasonable cause to believe his/her conduct was unlawful. However, with respect to any action by or in the right of the corporation to procure a judgment in its favor, no indemnification shall be made in respect to any claim, issue of matter as to which person is adjudged liable for negligence or misconduct in the performance of his/her duty to the corporation, unless, and only to the extent that, the court in which such action or suit was brought determines, on application, that despite the adjudication of liability, such person is fairly and reasonably entitled to indemnity in view of all the circumstances of the case. Any indemnification hereunder shall be made only on a determination by a majority of disinterested directors or a majority of members that indemnification is proper in the particular circumstances because the party to be indemnified has met the applicable standard of conduct. Determination or any action, suit, or proceeding by judgment, order, settlement, conviction, or on a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the party did not meet the applicable standard of conduct. Indemnification hereunder may be paid by the corporation in advance of the final disposition of any action, suit or proceeding, on a preliminary determination that the director, officer, employee or agent met the applicable standard of conduct and on receipt of an undertaking by or on behalf of the

director, officer, employee or agent to repay such amount, unless it is ultimately determined that he/she is entitled to be indemnified by the corporation as authorized in this section.

- (b) The corporation shall also indemnify any director, officer, employee or agent who has been successful on the merits or otherwise, in defense of any claim, issue, or matter relating to an action taken on behalf of or at the direction of the corporation, against all expenses, including attorneys fees, actually and reasonably incurred by him/her in connection therewith, without the necessity of an independent determination that such director, employee or agent met the appropriate standard of conduct.
- (c) The indemnification provided herein shall continue as to any person who has ceased to be a director, officer, employee or agent, and shall inure to the benefit of the heirs, executors, and administrators of such person.

#### ARTICLE VII

The names and addresses of the Officers and Directors of the corporation are as follows:

President - Michael Priest, P.O. Box 811, Windemere, FL 34786  
Vice President - Dion Jardine, 4265 S.E. 60<sup>th</sup> Street, Ocala, FL 34480  
Secretary - Joyce Priest, P.O. Box 811, Windemere, FL 34786  
Treasurer - Sharon Priep, 2824 Salisbury Blvd., Winter Park, FL 32789

Director - Bob Overdorff, 8135 Autumn Lane, New Port Richey, FL 34653  
Director - Dean Priep, 2824 Salisbury Blvd., Winter Park, FL 32789  
Director - John Wren, 408 Faithway Drive, Seffner, FL 33584

#### ARTICLE VIII

The name and Florida street address of the registered agent is:

Wayne D. Knight, 2076 Ox Bottom Road, Tallahassee, FL 32312

#### ARTICLE IX

The name and address of the Incorporator of the corporation is:

Michael Priest, P.O. Box 811, Windemere, FL 34786

\*\*\*\*\*

Having been named as registered agent to accept service of process for the above named corporation at the place designated in this certificate, I am familiar with, and accept the appointment as registered agent, and agree to act in this capacity.

Wayne D. Knight  
Signature of Registered Agent

12-14-01  
Date

\* Michael A. Proctor  
Signature of Incorporator

10-14-01  
Date

02 JAN 24 PM 1:31  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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