

Division of Corporations

Page 1 of 1

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FLORIDA NON-PROFIT CORPORATION

AMERICAN MOTORSPORTS ASSOCIATION, INC.

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**ARTICLES OF INCORPORATION
OF
AMERICAN MOTORSPORTS ASSOCIATION, INC.
(A Florida Not-For-Profit Corporation)**

1. **NAME** The name of the corporation is **AMERICAN MOTORSPORTS ASSOCIATION, INC.** (hereinafter referred to as the "Corporation").
2. **PURPOSE** The Corporation is a not-for-profit corporation and the specific purpose for which this corporation is formed is to provide Motorsport's enthusiasts with discounted information on travel, rental cars, hotels, parts and accessories, and insurance (where available). The Corporation is further organized for the purpose of performing all acts and doing all things deemed necessary or desirable to further such purpose, and for the purpose of engaging in any lawful act or activity not for pecuniary profit for which not-for-profit corporations may be organized, so far as is, or may in the future be, permitted by the laws of the State of Florida. All funds of the Corporation and any monies from its operation shall be used in the furtherance of the objectives set forth above, and no benefits shall inure to any private parties, except benefits incidental to the objectives of the Corporation.
3. **MEMBERSHIP** Any person, corporation, partnership, association, organization or entity who is interested in supporting and promoting discounts to Motorsport's enthusiasts and in improving the Motorsport's experience, shall be a member of the Corporation.
4. **RIGHTS AND PRIVILEGES** In furtherance of the foregoing purposes of this Corporation, the Corporation shall have the following rights and privileges:
 - a. To enter into, make, perform and execute contracts, deeds, easements, leases and agreements of every kind and nature, with any person, firm, association, corporation, municipality, county, state body politic or government, or agency thereof.
 - b. To borrow money for any of the purposes of the Corporation, and from time to time, without limit as to amount, to draw, make, accept, endorse, execute and issue promissory notes, drafts, and other negotiable or non-negotiable instruments and evidences of indebtedness for its corporate purposes.

- c. To exercise and enjoy all of the other powers, rights and privileges granted to or conferred upon not-for-profit corporations as set forth in the Statutes of the State of Florida.
 - d. To do all and everything necessary and proper for the accomplishment of the objects enumerated in these Articles of Incorporation or necessary and proper for the accomplishment of the objects, benefit and protection of the Corporation.
5. **LIMITATIONS** No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of any of its purposes.
6. **BY-LAWS** The By-Laws of this Corporation shall initially be made and adopted by its first Board of Directors and thereafter approved by the membership as may be provided in the By-Laws. Amendments to the By-Laws may be made at any stated meeting at which a quorum is present, providing that notice of the proposed amendment shall have been sent to members with a call to the meeting at least thirty (30) days in advance.
7. **INITIAL BUSINESS OFFICE AND REGISTERED AGENT** The street address of the initial business office of this Corporation is: 7041 N.W. 40th Court, Coral Springs, Florida 33065, and the name of the initial registered agent of the Corporation is Alan B. Cohn, whose address is 2021 Tyler Street, Hollywood, Florida 33020.
8. **INITIAL BOARD OF DIRECTORS** The affairs of this Corporation shall initially be managed by an Executive Board of Directors consisting of three (3) life time directors. The Executive Board of Director shall be composed of three (3) persons who shall serve in accordance with the procedures described in the By-Laws. The number of Executive Directors may be increased or decreased from time to time, in accordance with the By-Laws of the Corporation, or, prior to the adoption of the By-Laws, by a majority vote of the Executive Directors and by resolution of the initial Executive Board of Directors, but

shall never be less than three (3). The names and addresses of the persons who shall serve as the initial Executive Directors of the Corporation is as follows:

BRIAN PENICK
7041 N.W. 40th Court
Coral Springs, Florida 33065

L.S. HOUSEWRIGHT
7041 N.W. 40th Court
Coral Springs, Florida 33065

ANGELA LEBOW
7041 N.W. 40th Court
Coral Springs, Florida 33065

Until such time as the By-Laws are adopted by members, the initial Executive Board of Directors of the Corporation shall have full power and authority to transact the business of the Corporation, including without limitation admitting members, terminating membership and electing officers. A majority vote of the Executive Board of Directors is necessary for transacting any business of the Corporation. In addition to the Executive Board of Directors there shall be a General Board of Directors which shall be elected by the membership in accordance with the procedures described in the By-Laws.

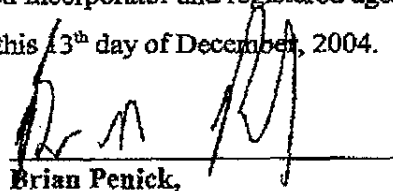
9. **INCORPORATOR** The name and address of the person signing these Articles of Incorporation is:

BRIAN PENICK
7041 N.W. 40th Court
Coral Springs, Florida 33065

10. **AMENDMENTS** Amendments to the Articles of Incorporation may be proposed by any director who is empowered to propose a change to the Articles of Incorporation as set forth in the By-Laws, and shall be adopted at a meeting of the Board of Directors by a majority vote of the directors entitled to vote on an amendment to the Articles, as set forth in the By-Laws. The amendment shall be effective when a copy thereof, together with a certificate of its approval by the directors, sealed with the corporate seal, signed by

the secretary or assistant secretary, and executed and acknowledged by the president or vice president, has been filed with the Secretary of State and all filing fees paid.

IN WITNESS WHEREOF, the undersigned Incorporator and registered agent has executed these Articles of Incorporation on this 13th day of December, 2004.



Brian Penick,
Incorporator

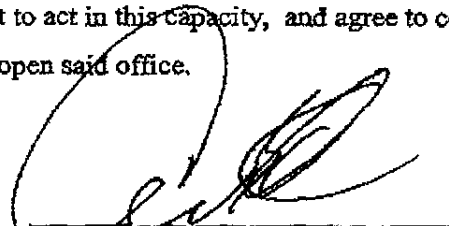
**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON
WHOM PROCESS MAY BE SERVED**

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

First--That **AMERICAN MOTORSPORTS ASSOCIATION, INC.** desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation located at 7041 N.W. 40th Court, in the City of Coral Springs, County of Broward, State of Florida, has named, **Alan B. Cohn, Esq.**, whose address is **2021 Tyler Street, Hollywood, Florida 33020**, as its agent to accept service of process within this State.

ACKNOWLEDGEMENT: (MUST BE SIGNED BY DESIGNATED AGENT)

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Alan B. Cohn, Esq.
(Resident Agent)