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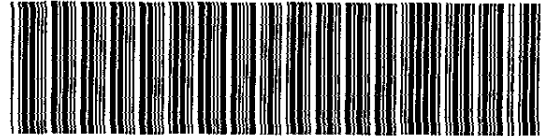
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

4/19/06

BOYD & MARKS, L.L.C.
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Please Reply To:

Melbourne

April 12, 2006

Florida Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, FL 32399

Re: Southern Kart Club, Inc.

Dear Sir/Madam:

Enclosed are an original and one copy of the Articles of Incorporation of Southern Kart Club, Inc., together with a check number 1301 for \$78.75 to cover the \$35.00 filing fee, \$35.00 fee for designation of registered agent and \$8.75 certified copy fee.

Once the Articles of Incorporation have been filed, please forward the certified copy to the undersigned at the address above indicated.

Very truly yours,



JOEL E. BOYD

JEB/lc
Enclosures

cc: David A. Williams (w/encl.)

ARTICLES OF INCORPORATION
OF
SOUTHERN KART CLUB, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, acting as incorporator of this corporation pursuant to Chapter 617 of the Florida Statutes, hereby forms a corporation not for profit under the laws of the State of Florida and adopts the following Articles of Incorporation for such corporation:

ARTICLE I - NAME OF CORPORATION

The name of this corporation shall be SOUTHERN KART CLUB, INC.

ARTICLE II - ADDRESS OF PRINCIPAL OFFICE

AND MAILING ADDRESS OF CORPORATION

The address of the principal office of the corporation is 1665 Stewart Lane, Melbourne, Florida 32935, and the mailing address of the corporation is 1665 Stewart Lane, Melbourne, Florida 32935.

ARTICLE III - PURPOSES AND POWERS OF CORPORATION

A. The corporation is organized exclusively to organize and sanction Kart competition activities and related activities under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or such corresponding section of any future federal tax code (hereinafter referred to as the "Code").

B. This corporation shall be authorized to carry out any and all acts and to exercise any and all corporate powers which may now or hereafter be lawful under the laws of the State of Florida to the extent applicable to corporations not for profit and that are not inconsistent with these Articles of Incorporation.

C. Notwithstanding anything contained in these Articles of Incorporation to the contrary, the following provisions shall apply:

1. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the corporation and to make payments and distributions in furtherance of the purposes set forth in this Article III.

2. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(6) of the Code.

ARTICLE IV - ELECTION OF DIRECTORS

The Board of Directors of the corporation shall be elected as provided in the Bylaws. The Board of Directors shall at all times consist of at least three (3) persons.

ARTICLE V - MEMBERS

The initial member of the corporation shall be the incorporator of these Articles of Incorporation, and additional persons may be approved for membership by the Board of Directors, in such manner as may be prescribed by the Bylaws of the corporation. The corporation expressly reserves the right to accept or reject any application for membership for any reason whatsoever, except for discrimination on the basis of race, religion, sex or national origin.

ARTICLE VI - INITIAL REGISTERED OFFICE

AND REGISTERED AGENT

The street address of the initial registered office of the corporation is 709 S. Harbor City Boulevard, Suite 230, Melbourne, Florida 32901, and the name of the initial registered agent of this corporation at that address is JOEL E. BOYD, ESQUIRE. The Board of Directors may from time to time designate a new registered office and registered agent.

ARTICLE VII - INCORPORATOR

The name and address of the incorporator of this corporation are:

<u>Name</u>	<u>Address</u>
DAVID A. WILLIAMS	1665 Stewart Lane Melbourne, Florida 32935

ARTICLE VIII - TERM OF EXISTENCE

This corporation shall have perpetual existence, commencing with the filing of these Articles of Incorporation with the Secretary of State.

ARTICLE IX - INDEMNIFICATION

This Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE X - AMENDMENT TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended, repealed or altered, in whole or in part, by a vote of two-thirds (2/3) of the members entitled to vote, as set forth in the Bylaws, at any regular or special meeting of the membership called for such purpose in accordance with the provisions of the Bylaws. Members may only amend the Articles of Incorporation upon adoption of a resolution by the Board of Directors setting forth the proposed amendment.

ARTICLE XI - DISSOLUTION OF CORPORATION

Upon the dissolution of this corporation, after the payment or provision for the payment of all of the liabilities of this corporation, all of the assets of this corporation shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(6) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In no event, however, may the assets to be disposed of be distributed to or for the benefit of any member, director, trustee, officer or other private person, other than as reasonable payment for services rendered by such person.

IN WITNESS WHEREOF, the undersigned incorporator has made and subscribed these Articles of Incorporation at Melbourne, Florida this 12th day of April, 2006.


DAVID A. WILLIAMS

ACCEPTANCE BY REGISTERED AGENT

Having been named as registered agent to accept service of process at the place designated in the foregoing Articles of Incorporation, I hereby accept such designation and agree to act in such capacity and comply with the provisions of all statutes relative to the proper and complete performance of my duties as registered agent, including the provisions of Section 48.091 of the Florida Statutes. I am familiar with and accept the duties and obligations of Section 617.0503 of the Florida Statutes.


JOEL E. BOYD

Date: April 12, 2006

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TALLAHASSEE, FLORIDA