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**FLORIDA PROFIT/NON PROFIT CORPORATION
ROAD RACING DRIVERS CLUB, INC.**

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ARTICLES OF INCORPORATION OF ROAD RACING DRIVERS CLUB, INC.

The undersigned, for the purposes of forming a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation:

Article I

Name and Principal Office

Section 1.1 Name. The name of this corporation (hereinafter referred to as "the Club") is ROAD RACING DRIVERS CLUB, INC.

Section 1.2. Principal Office. The street address of the principal office of the Club is 4601 Lyman Drive, Hilliard, Ohio 43026, and its mailing address is the same.

Article II

Duration

The Club shall have perpetual existence unless it shall be dissolved according to the laws of the State of Florida. Corporate existence shall commence on the date these Articles of Incorporation are executed and acknowledged, except that if they are not filed by the Department of State of Florida within five (5) business days after they are executed and acknowledged, corporate existence shall commence upon filing by the Department of State.

Article III

Purposes

The purpose of the Club shall be to further the best interests of the sport of road racing and especially to concern itself with all matters involving drivers in road races and to endeavor, through persuasion and whatever other means the Club has, to improve the lot of drivers in road racing.

Article IV

Membership

Section 4.1 Election to Membership. The membership of the Club shall be open to drivers who are invited to join by a vote of the members pursuant to the Bylaws of the Club.

Section 4.2 Classes of Membership.

(a) **Regular Member.** Any Member who has accepted an invitation to join the Club, and who has paid his or her current dues and other obligations to the Club, and who has not been expelled and is not under suspension or other Action by the Officers.

(b) **Associated Member.** Any Member who has accepted an invitation to join, whose dues have been paid, is not under any sanction by the Officers, and who has significant ties to road racing, including, but not limited to driving in lesser events, industrial ties, sponsorship, mentoring, patron, and promotion of the sport generally. Such Members shall have full club privileges.

(c) **Honorary Member.** Any person who has been invited to join the Club on an honorary basis, and who will lend his or her name to the Club's Activities, will participate in the Club's business, and will support the Club's interests to the best of his or her abilities. An Honorary Member shall have full Club privileges, including the right to vote, but shall not be required to pay Club dues or assessments.

Article V

Initial Registered Officed and Resident Agent

Section 5.1 Office Address. The street address of the initial registered office of the Club is 320 High Tide Drive, St. Augustine, Florida 32080, and its mailing address is the same.

Section 5.2 Resident Agent. The name of the initial resident agent of the Club at the address set forth in Section 5.1 is Dail A. Taylor, CPA.

Article VI

Board of Directors

Section 6.1. Number. The Board of Directors of the Club shall consist of such number of persons as shall be provided in the Bylaws of the Club; however, in no event shall the Board of Directors consist of fewer than three (3) persons.

Section 6.2 Selection. The members of the Board of Directors shall be elected annually by the members of the Club as provided in the Bylaws of the Club.

Section 6.3 Names and Address of Initial Members of the Board of Directors. The names and mailing addresses of the initial members of the Board of Directors of the Club are:

Robert Rahal, 4601 Lyman Drive, Hilliard, OH 43026

John Fergus, 8377 Green Meadows Drive N., Suite A, Lewis Center, OH 43035
Tom Davey, 20 Castle Road, Piermont, NY 10968

Section 6.4 Executive Committee. The Board of Directors may, pursuant to a resolution adopted by a majority of all of the members of the Board, designate three (3) or more of its members to constitute an executive committee, which, to the extent provided in such resolution, may exercise the powers of the Board of Directors.

Article VII **Officers**

Section 7.1 Officers. The officers of the Club shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws.

Section 7.2. Initial Officers. The names and mailing addresses of the persons who are to serve initially as officers of the Club, and who shall hold office for the first year of the Club or until their successors are elected or appointed, are:

Robert Rahal, President, 4601 Lyman Drive, Hilliard, OH 43026
John Fergus, Vice President/Treasurer, 8377 Green Meadows Drive N.,
Suite A, Lewis Center, OH 43035
Tom Davey, Secretary, 20 Castle Road, Piermont, NY 10968

Article VIII **Governing Documents**

Section 8.1 In General. The conduct of the business and affairs of the Club shall be governed by these articles and to the extent not inconsistent with these articles, by the Bylaws of the Club.

Section 8.2. Bylaws. The Bylaws of the Club shall be as the Board of Directors of this Club shall adopt from time to time, which Bylaws shall not be inconsistent with these Articles of Incorporation of the Club, as amended from time to time.

Article IX **Incorporator**

Section 9.1. Name. The name of the incorporator of the Club is Dail A. Taylor, CPA.

Section 9.2 Address. The address of the incorporator is 320 High Tide Drive, St. Augustine, Florida 32080.

Article X **Stock and Dividends Prohibited; Member's Liability**

Section 10.1. Stock and Dividends. The Club shall have no capital stock and shall pay no dividends.

Section 10.2. Members' Liability. All persons or corporations extending credit to, contracting with, or having any claim against the Club shall look solely to the funds and property of the Club for payment of any debt, damages, judgment, or decree, or any money that otherwise may become due or payable to them from the Club, so that no member of the Club, no director and no officer, present or future, shall become personally liable therefore, and the private property of the members of the Club shall not be liable for any obligation of the Club.

Article XI **Limitations**

Section 11.1. Limitations on Distributions to Members. No part of the net earnings of the Club shall inure to the benefit of, or be distributable to its members, directors, officers or any private persons, except that the Club shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III.

Section 11.2. Limitations on Political Activity. No substantial part of the activities of the Club shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Club shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 11.3 Limitations in General. Notwithstanding any other provision of these articles, the Club shall not carry on any other activities not permitted to be carried on by an organization that is exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code (the "Code").

Article XII **Distribution of Assets on Dissolution**

Section 12.1 Dissolution. The Club shall be dissolved, and its affairs wound up, upon a majority vote of the Club's voting members.

Section 12.2 Distribution by Directors. Upon the dissolution of the Club, the Board of Directors shall, after paying or making provision for the payment of, all of the liabilities of the Club, distribute all of the assets of the Club exclusively for the purposes of the Club as set forth in Article III, including distributions to such organizations organized and operated for such purposes as the Board of Directors shall determine, provided that at the time they qualify as exempt organizations under Section 501(c)(7) or Section 501(c)(3) of the Code.

Section 12.2. Distribution by Circuit Court. Any assets of the Club not distributed by the Board of Directors pursuant to Section 12.1 shall be distributed by the circuit court of the county in which the registered office of the Club is then located exclusively to such Section 501(c)(7) or Section 501(c)(3) qualifying organizations as such court shall determine.

Article XIII
Powers

Section 13.1 Powers in General. Subject to the restrictions and limitations set forth in Articles XI and XII, the Club shall have all powers and authorities as are now or may hereafter be granted to corporations not for profit under the laws of the State of Florida, including, but not limited to, the power to purchase, own, sell and otherwise deal with real and personal property, to borrow and lend money, to make contracts with others for goods and services, to elect officers and appoint agents, and to carry on its operations through its officers, employees and agents within or without the State of Florida.

Article XIV
Amendment

Section 14.1 Amendment. These Articles of Incorporation may be amended at any regular meeting of the Board of Directors at which a quorum is present by a 2/3 vote of the Directors present at such meeting.

IN WITNESS WHEREOF, the incorporator has executed these Articles this 16th day of December, 2009.

Dail A. Taylor
Dail A. Taylor

Incorporator

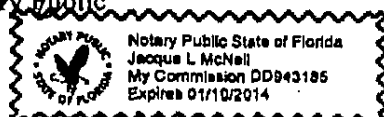
STATE OF FLORIDA

COUNTY OF ST. JOHNS

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the county and state aforesaid to take acknowledgments, personally appeared Dail Taylor, who is (X) personally known to me or () produced _____ as identification, and who executed the foregoing document, and he acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal this 16th day of December, 2009.

Jacques L. McNeil
Notary Public



SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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