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CT Corporation

1203 Governors Square Blvd.  
Tallahassee, FL 32301-2960

850 222 1092 tel  
850 222 7615 fax  
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February 3, 2010

Department of State, Florida  
Clifton Building  
2611 Executive Center Circle  
Tallahassee FL 32301

Re: Order #: 7762497 SO  
Customer Reference 1: None Given  
Customer Reference 2: None Given

Dear Department of State, Florida:

Please obtain the following:

Racing Academy for Community Enrichment, Inc. (FL)  
Incorporation  
Florida

Racing Academy for Community Enrichment, Inc. (FL)  
Certificate of Status/Authorization-Domestic  
Florida

Racing Academy for Community Enrichment, Inc. (FL)  
Cert Copy of Articles of Inc  
Florida

Enclosed please find a check for the requisite fees. Please return document(s) to the attention of the undersigned.

If for any reason the enclosed cannot be processed upon receipt, please contact the undersigned immediately at (850) 222-1092. Thank you very much for your help.

Connie Bryan  
Assistant Secretary

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## ARTICLES OF INCORPORATION

of

### RACING ACADEMY FOR COMMUNITY ENRICHMENT, INC.

The undersigned incorporators, hereby make, subscribe and file with the Florida Department of State these Articles of Incorporation ("Articles") for the purpose of forming a not for profit corporation under Chapter 617 of the laws of the State of Florida (the "Florida Not For Profit Corporation Act").

#### ARTICLE I

##### Name and Principal Address

The name of this corporation shall be Racing Academy for Community Enrichment, Inc. (the "Corporation"), and its principal address and mailing address shall be 5300 NW 9<sup>th</sup> Avenue, Suite 202, Ft. Lauderdale, Florida 33309.

#### ARTICLE II

##### Term and Commencement

The Corporation shall have perpetual existence unless dissolved according to law. Corporate existence shall commence with the filing of these Articles with the Florida Department of State.

### ARTICLE III

#### Purposes

The specific purposes for which the Corporation is organized are:

- (a) To enrich the lives of children in the communities served by the Corporation by providing children, including children whose families may not have the financial means, with opportunities to attend educational and enrichment programs conducted by other providers;
- (b) To foster and support academic success and enhance self-esteem through the educational and enrichment programs for which the Corporation provides children the opportunity to attend and thereby enabling children to be contributing and responsible members of their communities; and,
- (c) To exercise all powers, rights and privileges conferred on a not for profit corporation under the Florida Not For Profit Corporation Act, as currently in effect and as it may be amended.

The Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (Title 26 of the United States Code), as currently in effect and as it may be amended, including all regulations promulgated thereunder (the "Internal Revenue Code").

### ARTICLE IV

#### Limitations

- (a) The assets of the Corporation are irrevocably dedicated to educational and charitable purposes. Upon the dissolution or winding up of the Corporation, its assets remaining after

payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a not for profit fund, foundation, or corporation that is organized and operated exclusively for educational and charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

(b) No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, 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 the purposes set forth in these Articles.

(d) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## ARTICLE V

### Board of Directors

The affairs of the Corporation shall be managed by a Board of three (3) directors (the "Directors"). The number of directors may be either increased or decreased from time to time as

provided in the Bylaws of Racing Academy for Community Enrichment, Inc. (the "Bylaws"), provided that there shall never be less than three (3) directors unless permitted by law. The names and addresses of the initial Directors of the Corporation are:

1. Gail Brown-Mulder  
5300 NW 9th Avenue, Suite 202  
Ft. Lauderdale, Florida 33309
2. Beth Lefevre  
5300 NW 9th Avenue, Suite 202  
Ft. Lauderdale, Florida 33309
3. Kevin Buckley  
5300 NW 9th Avenue, Suite 202  
Ft. Lauderdale, Florida 33309

The manner of election or appointment of directors subsequent to the appointment of the initial Directors shall be provided in the Bylaws.

## ARTICLE VI

### Registered Office and Registered Agent

The street address of the initial registered office of the Corporation is Stross Law Firm, P.A., 1801 Peppertree Drive, Oldsmar, Florida 34677, and the name of the initial registered agent of the Corporation is Stross Law Firm, P.A. The Corporation may change its registered agent or the location of its registered office, or both, from time to time without amendment of these Articles.

## ARTICLE VII


### Incorporators


The names and addresses of the Directors that are the incorporators of the Corporation are as follows:

1. Gail Brown Mulder  
5300 NW 9th Avenue, Suite 202  
Ft. Lauderdale, Florida 33309

2. Beth Lefevre  
5300 NW 9th Avenue, Suite 202  
Ft. Lauderdale, Florida 33309

EXECUTED BY the undersigned Directors as incorporators as of this 30<sup>th</sup> day of January, 2010.

  
Gail Brown-Mulder,  
As Director and incorporator of Racing  
Academy for Community Enrichment, Inc.

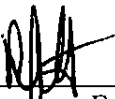
  
Beth Lefevre  
As Director and incorporator of Racing  
Academy for Community Enrichment, Inc.

ACCEPTANCE BY REGISTERED AGENT

Having been named as the registered agent, to accept service of process, within the State of Florida, at the registered office address indicated in the Articles to which this Acceptance is attached, for Racing Academy for Community Enrichment, Inc., I hereby accept the designation as the registered agent and agree to act and serve in that capacity on behalf of Racing Academy for Community Enrichment, Inc. I am familiar with and accept the obligations provided for under Florida law.

Stross Law Firm, P.A.,  
a Florida professional association

By: \_\_\_\_\_

  
Dwayne F. Jotch,  
For the Firm

Dated: January 18, 2010

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