

JEFF B. CLARK, P.A.

ATTORNEY AT LAW

105 E. ROBINSON STREET, SUITE 301

ORLANDO, FLORIDA 32801

MAILING ADDRESS
POST OFFICE BOX 1049
ORLANDO, FLORIDA 32802-1049

TELEPHONE (407) 422-0510

FAX (407) 839-5051

December 20, 1994

N95000000177

600001361436
-12/22/94--01100--009
****122.50 ****122.50

Department of State
Corporation Division
Post Office Box 6327
Tallahassee, Florida 32301

Re: Track Shack Foundation, Inc.

Dear Sir:

Enclosed herewith please find original and one copy of the Articles of Incorporation in regard to the above not-for-profit corporation, which designate the initial Registered Agent in Article II.

Also, enclosed is a check in the amount of \$122.50 covering the following:

Filing Fee \$35.00
Filing Fee for Registered Agent 35.00
Cost of Certified Copy 52.50

Would you please send the certified copy directly to the undersigned?

Thank you for your cooperation.

Sincerely,



JEFF B. CLARK

JBC/dlm
enclosures

N.P.
JBC 12/27/94
624,642,645
2096,202295
N95-177

FILED
DEC 22 1994
FBI



FLORIDA DEPARTMENT OF STATE

Jim Smith
Secretary of State

December 27, 1994

JEFF B. CLARK, ESQ.
P.O. BOX 1949
ORLANDO, FL 32802-1949

SUBJECT: TRACK SHACK FOUNDATION, INC.
Ref. Number: W94000027293

We have received your document for TRACK SHACK FOUNDATION, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6929.

Brendolyn Bruton
Corporate Specialist

Letter Number: 794A00054394

JEFF B. CLARK, P.A.

ATTORNEY AT LAW

105 E. ROBINSON STREET, SUITE 301

ORLANDO, FLORIDA 32801

TELEPHONE (407) 422-0510

FAX (407) 839-5051

MAILING ADDRESS
POST OFFICE BOX 1049
ORLANDO, FLORIDA 32802-1049

January 9, 1995

Ms. Brendolyn Bruton
Office of Secretary of State
Corporations Division
PO Box 6327
Tallahussee, FL 32314

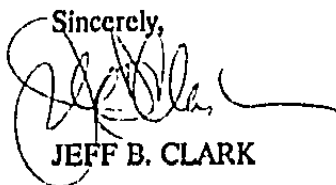
Re: Track Shack Foundation, Inc.

Dear Ms. Bruton:

Enclosed please find my acceptance of designation of registered agent of the Track Shack Foundation, Inc.

Thank you for your help.

Sincerely,



JEFF B. CLARK

JBC/dlm
enclosure

ARTICLES OF INCORPORATION OF
TRACK SHACK FOUNDATION, INC.

The undersigned incorporators, for the purposes of forming a not-for-profit corporation under the Florida Corporation Code, adopt the following Articles of Incorporation:

ARTICLE I

The name of the corporation is TRACK SHACK FOUNDATION, INC.

ARTICLE II

The address of the corporation's initial registered office and principal office is 1322 N. Mills Ave., Orlando, FL 32803. The name of the corporation's initial registered agent is Jeff B. Clark, Esquire, 1322 N. Mills Ave., Orlando, FL 32803.

ARTICLE III

This corporation is organized not-for-profit and for the following objects and purposes:

1. This corporation is organized exclusively for religious, charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.
2. To engage in any lawful act or activity for which not-for-profit corporations may be organized under Chapter 617, Florida Statutes. By this statement, all lawful acts and activities shall be within the purpose of the corporation. Provided, however, that the corporation shall not have or exercise any power or authority, nor shall it directly or indirectly engage in any activity that would prevent the corporation from qualifying and continuing to qualify as an organization described in Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

This corporation shall not have authority to issue capital stock.

ARTICLE V

1. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by a board known as the board of trustees. The number of trustees of the corporation shall be no less than five (5). The number of trustees may be changed by a by-law duly adopted by the trustees.

2. The persons who are trustees of the corporation shall constitute its only membership. If a trustee resigns or is removed, the trustee's membership ceases. Additional or replacement trustees shall be elected as set forth in the by-laws.

3. The initial incorporators and trustees of the corporation are:

- a. Ted Benz, 215 W. Princeton Ave., Orlando, FL 32803
- b. John Culpey, 2269 S. Conway Rd., #913, Orlando, FL 32812
- c. Natalie Casey, 615 E. Harwood St., Orlando, FL 32803
- d. Marty Gilmore, 1108 Parker Canal Ct., Oviedo, FL 32765
- e. Charlie Harris, 904 Scott Ave., Sanford, FL 32771
- f. Dorothy Hughes, 1623 Wycliff Dr., Orlando, FL 32803
- g. John A. Hughes, 1623 Wycliff Dr., Orlando, FL 32803
- h. Suzy Sanderson, 1701 Spruce, Winter Park, FL 32792
- i. Tom Ward, 144 Sandlewood Tr., Winter Park, FL 32789

ARTICLE VI

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its trustees, 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 charitable, religious, scientific, and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law). No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The corporation 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VII

On the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner or to such organization or organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall qualify as an exempt organization or organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed shall be disposed of by the

Circuit Court in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations and operated exclusively for such purposes.

In Witness Whereof, these Articles of Incorporation were signed on October 13, 1994.

Witness

Ted Benz
TED BENZ

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by TED BENZ, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.

Doraine de S. Evans
Notary Public NOTARY PUBLIC, STATE OF FLORIDA,
MY COMMISSION EXPIRES: OCT. 20, 1994.
My commission expires: NOTARY PUBLIC UNDERWRITERS

Witness

John Calpey
JOHN CALPEY

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by JOHN CALPEY, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.

Doraine de S. Evans
Notary Public

Witness

Natalie Casey
NATALIE CASEY

Witness

STATE OF FLORIDA }

COUNTY OF ORANGE }

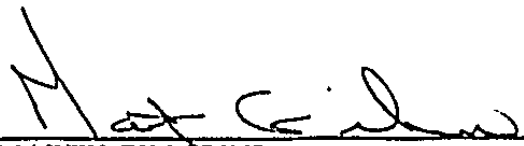
The foregoing instrument was acknowledged before me this ^{October} November 13, 1994,
by NATALIE CASEY, who is personally known to me or produced the following
identification _____ and who did (did not) take an oath.

Lorraine del Evans
Notary Public

My commission expires:

NOTARY PUBLIC
STATE OF FLORIDA
COMMISSION # CC 415649
EXPIRES OCT 22, 1994
DONOR 011400
ATLANTIC BONDING CO., INC.

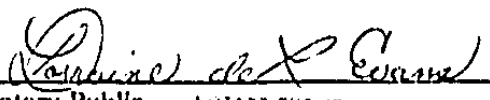
Witness


MARTY GILMORE

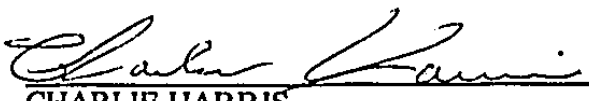
Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by MARTY GILMORE, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.


Notary Public NOTARY PUBLIC, STATE OF FLORIDA.
My commission expires: OCT. 29, 1994.
My commission expires: _____

Witness


CHARLIE HARRIS

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by CHARLIE HARRIS, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.


Notary Public NOTARY PUBLIC, STATE OF FLORIDA.
My commission expires: OCT. 29, 1994.
My commission expires: _____

Witness

Dorothy Hughes
DOROTHY HUGHES

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by DOROTHY HUGHES, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.

(Perkins) d. P. Evans
Notary Public NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: OCT. 29, 1994.
My commission expires: CLERK OF THE COUNTY NOTARY PUBLIC UNDERWRITER.

Witness

John A. Hughes
JOHN A. HUGHES

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by JOHN A. HUGHES, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.

(Perkins) d. P. Evans
Notary Public NOTARY PUBLIC, STATE OF FLORIDA.
MY COMMISSION EXPIRES: OCT. 29, 1994.
My commission expires: CLERK OF THE COUNTY NOTARY PUBLIC UNDERWRITER.

Witness

Suzy Sanderson
SUZY SANDERSON

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by SUZY SANDERSON, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.

Doraine de R. Egan
Notary-Public MY COMMISSION EXPIRES: OCT. 29, 1994.
My commission expires: WITNESSED THRU NOTARY PUBLIC UNDERWRITING

Witness

Tom Ward
TOM WARD

Witness

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this October 13, 1994, by TOM WARD, who is personally known to me or produced the following identification _____ and who did (did not) take an oath.

Doraine de R. Egan
Notary-Public MY COMMISSION EXPIRES: OCT. 29, 1994.
My commission expires: WITNESSED THRU NOTARY PUBLIC UNDERWRITING

**ACCEPTANCE OF DESIGNATION
OF RESIDENT AGENT**

I, JEFF B. CLARK, accept the designation as registered agent for Truck Shack
Foundation, Inc. at 1322 N. Mills St., Orlando, FL 32803.



JEFF B. CLARK

STATE OF FLORIDA }
COUNTY OF ORANGE }

The foregoing instrument was acknowledged before me this January ____, 1991, by
JEFF B. CLARK, who is personally know to me..

Notary Public
My commission expires: