

N95000000567

KENNETH R. LESTER, JR.
ATTORNEY AND COUNSELOR AT LAW

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PENN PARK, FLORIDA 00760

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January 10, 1995

Secretary of State
Corporate Records
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32301

RE: THE EXODUS TRIBE M.C., INC.

Dear Sir:

Enclosed please find an original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$122.50 for filing of same.

Thanking you in advance for your cooperation in this matter.

Sincerely yours,

KENNETH R. LESTER, JR.

KRL/mm

Enclosures

FILED
1995 FEB - 9 2 14

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4495-479 195-567



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

January 13, 1995

KENNETH R. LESTER, JR., ESQ.
P.O. BOX 300765
FERN PARK, FL 32730

SUBJECT: THE EXODUS TRIBE M.C., INC.
Ref. Number: W9500000979

We have received your document for THE EXODUS TRIBE M.C., 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):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as registered agent for said corporation"); and the registered agent's signature.

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: 095A00001613

KENNETH R. LESTER, JR.
ATTORNEY AND COUNSELOR AT LAW

0000 RD. U.S. HIGHWAY 17-00
PENN PARK, FLORIDA 32700

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TELEPHONE (407) 880-0504
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February 3, 1995

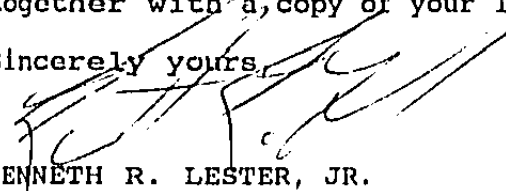
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

RE: THE EXODUS TRIBE M.C., INC.
Ref. Number W95000000979

Dear Sirs:

With respect to the above-referenced matter, enclosed please find an original and one copy of the revised Articles of Incorporation, together with a copy of your letter of January 13, 1995.

Sincerely yours,



KENNETH R. LESTER, JR.

KRL/mm

Enclosures

ARTICLES OF INCORPORATION
OF
FLORIDA NONPROFIT CORPORATION

FILED
1955 FEB - 3 PM 2 14
TALLAHASSEE

ARTICLE I

The name of this corporation shall be:

THE EXODUS TRIBE M.C., INC.

ARTICLE II

This is a nonprofit corporation, organized solely to reach people through Jesus Christ and to form a motorcycle club to reach people through the ministry of Jesus Christ and to do good deeds and to carry out all lawful affairs for which corporations may be incorporated under the Florida Corporations Not for Profit Law set forth in Chapter 617 of the Florida Statutes.

ARTICLE III

The term of existence of the corporation is perpetual.

ARTICLE IV

The principal place of business of this corporation shall be 2580 Jencott Road, St. Cloud, Florida 34771.

The registered office of the corporation shall be at 2580 Jencott Road, St. Cloud, Florida 34771. The Registered Agent and Registered Office for service of process shall be ROY J. SHOWS, whose registered office address is 2580 Jencott Road, St. Cloud, Florida 34771.

ARTICLE V

The corporation shall have three directors initially. The number of Directors may be increased or diminished from time to time by a majority vote of the Directors, but shall never be less

than ~~one~~ three.

ARTICLE VI

The names and post office addresses of the first Board of Directors of this corporation who shall hold office until their successors are chosen shall be:

Roy J. Shows, 2580 Jenscott Road, St. Cloud, Florida 34771.

Tina McMahon, 732 Yucatan Court, Kissimmee, FL 32758.

Rose Sprague, P.O. Box 2762, Davenport, FL 33837.

ARTICLE VII

The names and post office addresses of the officers of the corporation are as follows:

President-Secretary/Treasurer - Roy J. Shows, 2580 Jenscott Road, St. Cloud, FL 34771.

ARTICLE VIII

The name and post office address of the incorporator of these articles is:

ROY J. SHOWS, 2580 Jenscott Road, St. Cloud, Florida 34741.

ARTICLE IX

The qualifications of members and the manner of their admission shall be as regulated by the by-laws.

ARTICLE X

In furtherance and not in limitation of the powers conferred by law, the corporation shall have, and may execute, the following powers:

A. If the by-laws so provide, the corporation shall have power to hold meetings, both of the stockholders and directors, either within or without the State of Florida, at such places as may, from time to time, be designated by the Board of Directors.

Meetings of directors and stockholders may be held upon such notice thereof as may be set forth in the by-laws of the corporation subject to any statutory restrictions relative thereto; but any requirement as to notice of such meetings that may be set forth in the by-laws of the corporation shall not prevent, and nothing herein shall be construed, as prevention of any stockholder or director from waiving notice of any meeting in such manner as may be provided by statute, and by the by-laws of the corporation consistent therewith.

B. The number of directors of the corporation shall be fixed from time to time by the by-laws and may be increased or decreased as shall be provided by the by-laws, subject to any limitation imposed by the Certificate of Incorporation or any amendment thereto. Any vacancy on the Board of Directors caused by an increase in the number of directors, or by death, resignation or other cause, may be filled by the directors in office, by the affirmative vote of a majority thereof, and the person so chosen to fill any such vacancy shall hold office until the next annual meeting of the stockholders and until his successor shall have been elected and shall have been qualified.

C. The corporation, in its by-laws may confer upon the directors powers additional to the foregoing and in addition to those powers expressly conferred by statute.

D. It shall not be necessary for any officer of the corporation, other than the President to be a Director; nor shall it be necessary for any officer to be a stockholder.

E. The annual meeting of the stockholders shall be held on such day as may be fixed by the by-laws of the corporation, and the date of such meeting may be changed from time to time as the by-laws so provide; and the manner of calling meetings of stockholders and directors may be fixed by the by-laws.

F. The corporation reserves the right to amend, alter, or repeal any provision contained in this Certificate of Incorporation in the manner now, or hereafter, prescribed by law, and all rights conferred on stockholders herein are granted subject to this reservation.

ARTICLE XI

Each director and officer, in consideration of his or her services, shall be indemnified, whether then in office or not, for the reasonable cost and expenses incurred by him in connection with the defense of or for advice concerning any claim asserted or proceeding brought against him by reason of his being or having been a director or officer of the corporation or of any subsidiary of the corporation, whether or not wholly owned, or by reason of any act or commission to act as such director or officer, provided that he shall not have been derelict in the performance of his duty as to the matter or matters in respect of which such claim is asserted or proceeding brought. The foregoing right of indemnification shall not be exclusive of any other rights to which any director or officer may be entitled as a matter of law, and if

this stated right of indemnification should be in conflict with any statutory provision regarding indemnification, each director and officer shall then be entitled to the maximum benefits accorded by such statute.

ARTICLE XII

No contract or other transaction between the corporation and any other firm or corporation shall be affected or invalidated by reason of the fact that any one or more of the directors or officers of this corporation is or are interested in, or is a member, stockholder, director, or officer of such other firm or corporation; and any director or officer individually or jointly may be a party to, or be interested in, any contract or transaction of this corporation or in which the corporation is interested, and no contract, act or transaction of this corporation shall be affected or invalidated by reason of the fact that any director or officer of this corporation is a party to or interested in such contract, act or transaction, and each and every person who may become a director or officer of this corporation is hereby relieved from any liability that might otherwise exist from this contracting with this corporation for the benefit of himself or any firm, association or corporation in which he may be in any way interested.

ARTICLE XIII

The following provisions for the regulation of the business and for the conduct of the affairs of this corporation and for creating, dividing, limiting and regulating the powers of this corporation, its stockholders, directors, and officers are hereby

adopted as part of these Articles of Incorporation.

A. This corporation shall have the power to include in its by-laws any regulatory or restrictive provisions relating to the proposed sale, transfer or other disposition of any and all of its authorized or outstanding stock, or both, by any of its stockholders or their respective heirs, executors, administrators, successors or assigns, as the case may be, provided, however, that no such regulatory or restrictive provisions shall effect the rights of third parties without actual knowledge thereof unless notice of such provisions shall be given upon the certificate evidencing the ownership of said stock as provided in the by-laws.

B. Any holder or holders of shares of stock of this corporation may include in agreements among themselves limitations upon the transfer or assignment of such shares, and this corporation may become a party to any such agreement.

C. This corporation shall have the power to enter into, or become a partner in, any agreement for sharing profits, union or interest, cooperation, joint venture or otherwise, with any person, firm, corporation or other entity now carrying on or contemplating carrying on any business which this corporation has direct or incidental authority to pursue.

D. This corporation shall have the power to amend, alter, change or appeal any provisions of these Articles of Incorporation, subsequently to be known as its Certificate of Incorporation, as from time to time amended, in form or substance when proposed and approved by its Board of Directors and approved at any meeting of the Stockholders by the holders of not less than a majority of its

outstanding stock entitled to be voted.

E. The Board of Directors of this corporation shall have the power to authorize and cause to be executed mortgages and liens upon real and personal property owned, either legally or equitably, by this corporation; to fix the amount to be reserved as working capital over and above the capital stock paid in; to determine the conditions, times and places when the books of this corporation can be examined, except as otherwise conferred by statute of the State of Florida; and to sell, lease or exchange all of the property or assets essential to the business of this corporation upon such terms and conditions as a majority of the whole Board of Directors deems expedient and in the best interests of this corporation.

F. This corporation may, in its by-laws, confer powers upon its Directors in addition to any conferred herein and in addition to the powers and authorities expressly conferred upon it by statutes of the State of Florida.

G. This corporation shall have the power to keep its books outside the State of Florida at such place or places as may from time to time be designated by the Board of Directors.

H. The Directors shall receive compensation for their services as such directors in accordance with provisions set forth in the by-laws.

I. No officer of this corporation shall be prevented from receiving a salary to be fixed by the Board of Directors by reason of the fact that such officer is also a director of this corporation, nor shall any director be precluded from voting upon the salary he is to receive as an officer of this corporation.

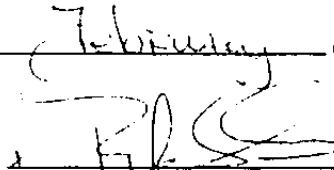
J. No contract or other transaction between this corporation and any other corporation, whether or not a majority of the capital stock of such other corporation is owned by this corporation, and no other act of this corporation shall in any way be affected or invalidated by the fact that any of the Directors of this corporation are pecuniarily or otherwise interested in, or are directors or officers of, such other corporation; any Director, individually, or any corporation, partnership, proprietorship or business of which any director may be a member, may be a party to, or may be pecuniarily or otherwise interested in, any contract or transaction of this corporation: PROVIDED, however, that the fact that any such director is interested in such corporation, partnership, proprietorship or business shall be disclosed or shall have been known to the Board of Directors of this corporation, or to a majority thereof; and any director of this corporation who is also a director or officer of any such other corporation, or who is so interested in any such partnership, proprietorship or business, may be counted in determining the existence of a quorum at any meeting of the Board of Directors of this corporation which shall authorize, confirm, ratify or approve such contract or transaction with like force and effect as if he were not such director or officer of such other corporation or not so interested in said partnership, proprietorship or business.

K. This corporation, at the time of its organization, or any time or times thereafter, may purchase or acquire shares, stocks, bonds, debentures and other securities or obligations, or any property, real, personal or mixed, from any person or persons,

corporation or corporations, or other business, commercial or industrial entity, who may be promoters, officers, or directors of this corporation, and such stockholder of this corporation shall be deemed, by reason of his having become such, to have waived any and all objections to such acquisition of shares, stocks, bonds, debentures, and other securities, obligations, or property, real, personal or mixed, and to have agreed that no promoter, officer or director shall be liable to account to this corporation for any profit or benefit derived by him by reason of such transaction.

L. Notwithstanding anything contained herein to the contrary if any term, covenant, provision, phrase or other element of these Articles of Incorporation is held invalid or unenforceable for any reason whatsoever, or if such term, covenants, provisions, phrase or other element is held to be in contravention of any of the Florida Statutes or any other law, such holdings shall not be deemed to affect, alter, modify or impair any manner whatsoever, any of the term, covenant, provision, phrase or other element of these Articles of Incorporation and shall be construed in a manner, if possible, to allow it to provide for the intent of the incorporator of these Articles of Incorporation.

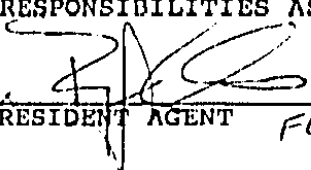
IN WITNESS WHEREOF, the undersigned, being sole subscriber of these Articles of Incorporation, declares and certifies that the facts herein stated are true, and accordingly, I have hereunto set my hand and seal at Fern Park, in the County of Seminole and State of Florida, this 2 day of February, 1995.



ROY J. SHOWS

FL LIC. 5200-730 57-337-0

I HEREBY AM FAMILIAR WITH AND ACCEPT THE DUTIES AND RESPONSIBILITIES AS REGISTERED AGENT FOR SAID CORPORATION.



RESIDENT AGENT

FL. LIC S 260 730-57-337-0

STATE OF FLORIDA
COUNTY OF SEMINOLE

BEFORE ME, the undersigned authority, duly authorized under the laws of the State of Florida to administer oaths and take acknowledgments, this day personally appeared ROY J. SHOWS, to me well known and known to me to be the person who subscribed to and signed the above and foregoing Certificate of Incorporation, sworn, acknowledged and states, that the above and foregoing Certificate of Incorporation was subscribed to for the uses and purposes therein expressed and that the facts therein are truly set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 2 day of FEBRUARY, 1995.


NOTARY PUBLIC, STATE OF FLORIDA

Shandra L. Rosseter

MY COMMISSION EXPIRES: 10-5-97

