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PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW

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OCALA, FLORIDA 34470-2938

TELEPHONE 352-368-2800
FAX 352-867-5787

December 19, 1996

Secretary of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314-6327

RE: Goody's Dash Series Families Auxiliary, Inc.

Dear Sirs:

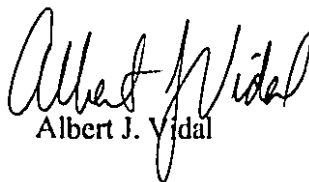
Enclosed herewith please find our firm's check in the amount of \$122.50 representing the filing fee for Goody's Dash Series Families Auxiliary, Inc. Please file the enclosed Articles of Incorporation and forward us the certificate.

If you have any questions regarding the aforementioned, please do not hesitate to contact me.

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***122.50 ***122.50

Very truly yours,

DEAN AND DEAN, P.A.


Albert J. Vidal

AJV:kab
Enclosures

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96 DEC 23 AM 8:27
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER DEC 30 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF**

GOODY'S DASH SERIES FAMILIES AUXILIARY, INC.

A FLORIDA NON-PROFIT CORPORATION

**ARTICLE I
CORPORATE NAME**

The name of this corporation is **GOODY'S DASH SERIES FAMILIES AUXILIARY, INC.** and the street address and mailing address is Route 1, Box 202, Bunnell, Florida 32110.

**ARTICLE II
CORPORATE NATURE**

This is a not-for-profit corporation, organized solely for general charitable, educational, fraternal and social purposes pursuant to the Florida Corporation Not for Profit Law set forth in Section 617 of the Florida Statutes.

**ARTICLE III
DURATION**

The term of existence of the corporation is perpetual.

**ARTICLE IV
GENERAL AND SPECIFIC PURPOSES**

This corporation is organized for the following purposes:

- (a) To promote the general welfare of the families associated with the Goody's Dash Series Racing Circuit and to develop a closer relationship among them;

(b) To raise money (funds) for the maintenance or furtherance of the charitable work in which the Goody's Dash Series Families Auxiliary, an association, has become interested, and for which this corporation may become responsible;

(c) To encourage efforts to elevate the status of the automobile racing profession;

(d) To engage in any and all lawful activities which are permitted by Chapter 617 of the Florida Statutes, as amended from time to time and Section 501(c)(3) of the Internal Revenue Code and the regulations thereunder, as amended from time to time.

ARTICLE V POWERS

The powers of the Corporation include all powers available to not-for-profit corporations organized under Chapter 617 of Florida Statutes.

ARTICLE VI MANAGEMENT OF CORPORATE AFFAIRS

A. Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors, consisting of no more than (30) persons.

The Directors named herein as the first Board of Directors shall hold office until the first meeting of members at which time an election of Directors shall be held.

Directors shall serve for a two-year term until the annual meeting of members following the expiration of the election of term of such Director and until the qualification of the successors in office. Annual meetings shall be held in February at Daytona Beach, Florida, or at such other place or places as the Board of Directors may designate from time to time by resolution.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all voting members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written

consent of the Board of Directors without a meeting, and that the Articles of Incorporation and the Bylaws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of such initial members of the Board of Directors are as follows:

<u>Name</u>	<u>Address</u>
Faye Parnell	4911 High Point Road, Kernersville, NC 27284
Teresa Moore	706 S. Mills River Road, Horse Shoe, NC 28742
Ashley Huffman	3413 Wishing Well Lane, Claremont, NC 28610
Janet Sockwell	6861 High Rock Road, Brown Summit, NC 27214
Barbara Jo York	1485 Burney Road, Asheboro, NC 27203
Vanessa Church	632 Hunter Road, North Wilkesboro, NC 28659
Louise Weaver	1023 College Avenue, Shelby, NC 28152
Tommy Torbell	1720 N. Anhinga Lane, Homestead, FL 33035

B. Corporate Officers. The Board of Directors shall elect or appoint the following officers: President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer, and such other officers as the Directors of this corporation may authorize from time to time. The officers shall manage the day to day affairs of the corporation subject to the instructions and guidance of the Board of Directors. Initially, such officers shall be elected at the first annual meeting of the Directors. Subsequent elections shall take place at such times as are set forth in the Bylaws. Until such initial election is held, the following persons shall serve as corporate officers:

<u>Name</u>	<u>Address</u>
President: Faye Parnell	4911 High Point Road, Kernersville, NC 27284
Vice President: Teresa Moore	706 S. Mills River Road, Horse Shoe, NC 28742
Recording Secretary: Ashley Huffman	3413 Wishing Well Lane, Claremont, NC 28610

Corresponding Secretary: Janet Sockwell 6861 High Rock Road, Brown Summit NC 27214

Treasurer: Barbara Jo York

1485 Burney Road, Asheboro, NC 27203

ARTICLE VII EARNINGS AND ACTIVITIES OF CORPORATION

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

ARTICLE VIII MEMBERSHIP

(a) The corporation shall have one class of members and no more than one membership may be held by any one person. The rights and privileges of all members shall be equal. Each member shall be entitled to one vote.

(b) Any person paying the dues provided for by the bylaws and agreeing to be bound by the Articles of Incorporation and the bylaws of the corporation and by such rules and regulations as the trustees may from time to time adopt, is eligible for membership.

(c) A prospective member shall be eligible for membership upon presentation of an approved application by membership committee for approval and acceptance by the Board of Trustees as set forth in the bylaws of the corporation.

ARTICLE IX SUBSCRIBERS

The subscriber of these Articles of Incorporation is the following person who has executed the Articles of Incorporation:

Name

Address

Randy Claypoole

Route 1, Box 202, Bunnell, FL 32110

ARTICLE X

AMENDMENT TO BYLAWS

Subject to the limitations contained in the bylaws, and any limitations set forth in the corporation's not for profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, bylaws of this corporation may be made, altered, rescinded, added to or new bylaws may be adopted either by a resolution of the Board of Directors, or by following the procedures set forth therefor in the bylaws.

ARTICLE XI REGISTERED AGENT AND OFFICE

The address of the corporation's registered office shall be Route 1, Box 202, Bunnell, FL 32110 and the name of its registered agent at said address shall be Randy Claypoole.

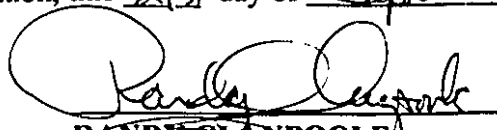
ARTICLE XI AMENDMENT OF ARTICLES

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by the Board of Directors and presented to a quorum of members for their vote.

ARTICLE XII DISSOLUTION AND LIQUIDATION

Upon dissolution or liquidating of the corporation, the assets of the corporation, after payment to creditors, shall be distributed only for charitable purposes to one or more organizations, chosen by the Board of Directors, contributions to which are deductible under Section 172 of the Internal Revenue Code.

The undersigned, being the Subscriber and Incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, has executed these Articles of Incorporation, this 21st day of September, 1996.


RANDY CLAYPOOLE

STATE OF FLORIDA

COUNTY OF Marion

Sworn to and acknowledged before me by **RANDY CLAYPOOLE**, as Subscriber
and ~~Incorporator~~ of Goody's Dash Series Families Auxiliary, Inc., who is personally
known to me or produced _____ as
identification this 21st day of September, 1996.

Albert Vidal

Notary Public

My commission expires:



Albert J. Vidal
MY COMMISSION # CC550779 EXPIRES
August 23, 2000
BONDED THRU TROY FARM INSURANCE, INC.

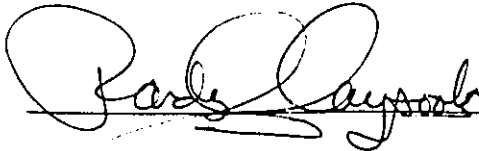
**CERTIFICATE DESIGNATING PLACE OF BUSINESS FOR THE SERVICE OF
PROCESS WITHIN THIS STATE, NAMING AN AGENT UPON WHOM
PROCESS MAY BE SERVED, AND ACCEPTANCE BY REGISTERED AGENT.**

In pursuance of Chapter 48.091, Florida statutes, the following is submitted in compliance with said Act:

That **GOODY'S DASH SERIES FAMILIES AUXILIARY, INC.**, desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at the city of Bunnell, County of Flagler and State of Florida has named **RANDY CLAYPOOLE** as its agent to accept service of process within this State.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said office. The registered agent is familiar with and accepts the obligations of the position.



RANDY CLAYPOOLE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA