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April 14, 1999

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Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

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*****78.75 *****78.75

Re: Incorporation of Tropical Sports Car Club, Inc.,
a Florida Not for Profit Corporation

Gentlemen:

Enclosed please find an original and one copy of the Articles of Incorporation and Registered Agent Certificate of Designation for Tropical Sports Car Club, Inc., a Florida Not For Profit Corporation. Also enclosed is this firm's check in the amount of \$78.75 payable to the Florida Department of State.

Please file the original and mail a certified copy of the Articles of Incorporation and Registered Agent Certificate of Designation back to this office. A stamped, self-addressed envelope is enclosed for your convenience. Thank you.

Very truly yours,

Thomas W. Johnston, P.A.

Thomas W. Johnston

TWJ/ssk

Enclosure: Original and one copy of Articles of Incorporation and Registered Agent Certificate of Designation
Check, \$78.75
Stamped, self-addressed envelop

FILED
99 APR 16 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

F. CHESSER APR 17 1999

**ARTICLES OF INCORPORATION
OF
TROPICAL SPORTS CAR CLUB, INC.**

99 APR 16 AM 8:08
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Incorporation are signed by the Incorporator(s) for the purpose of forming a nonprofit corporation pursuant to the provisions of the Florida Not For Profit Corporation Act, F.S. Chapter 617, as amended, as follows:

ARTICLE I

Name

The name of the corporation is **Tropical Sports Car Club, Inc.**

ARTICLE II

Purposes and Powers

The purposes for which the corporation is formed and the powers it may exercise are as follows:

1. To promote and further the enjoyment of sports car rallying.
2. To exercise any power which is consistent with the purposes described above and which a not for profit corporation organized under the provisions of the Florida Corporation Not For Profit Corporation Act may exercise, but no other power.

ARTICLE III

Registered Office and Resident Agent

The street address (which is the mailing address) of the corporation's initial registered office is 938 Camellia Drive, Royal Palm Beach, Florida 33411-3466. The name of the initial

resident agent at the registered office is **Steven M. Dorsey**.

ARTICLE IV

Incorporator

The name and address of the Incorporators are as follows:

Steven M. Dorsey, 938 Camellia Drive, Royal Palm Beach, Florida 33411-3466

ARTICLE V

Form of Organization, Assets, and Financing

The corporation is formed on a nonstock, directorship basis:

The corporation possesses the following assets:

Real Property: None

Personal Property: None

The general plan under which the corporation is to be financed is by contributions of funds and property for its purposes as stated in these Articles and for no other purpose.

ARTICLE VI

First Board of Directors

The method of election of directors shall be set forth in the bylaws of the corporation.

The names and addresses of the members of the first Board of Directors of the corporation are as follows:

Ric Goldtrap, 4121 N.E. 26th Terrace, Lighthouse Point, FL 33064

Gary Skantar, 11000 N.W. 24th Street, Coral Springs, FL 33065

Randy Dobkin, 1060 S.W. 20th Street, Boca Raton, FL 33486

ARTICLE VII

Limitation of Volunteer Directors' Liability

A volunteer director shall not be personally liable to the corporation for monetary damages for breach of the director's fiduciary duty, except that a volunteer director's liability is not limited for:

- (1) a breach of the director's duty of loyalty to the corporation;
- (2) acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
- (3) a violation of F.S. §617.0505 and F.S. §617.0833 of the Florida Not For Profit Corporation Act, which relates to the making of unauthorized distributions or loans;
- (4) a transaction from which the director derived an improper personal benefit; or
- (5) an act or omission that is grossly negligent.

The corporation shall assume all liability to any person other than the corporation for all acts or omissions of a volunteer director incurred in the good faith performance of the volunteer director's duties as such.

If, after the adoption of this article, the Florida Not For Profit Corporation Act is amended to further eliminate or limit the liability of a volunteer director, then a volunteer director (in addition to the circumstances in which a volunteer director is not personally liable as set forth in the preceding paragraph) shall, to the fullest extent permitted by the Florida Not For Profit Corporation Act, not be liable to the corporation, as so amended. No amendment to or alteration, modification or repeal of this article shall increase the liability or alleged liability of any volunteer director of the corporation for or with respect to any acts or omissions of such director occurring

prior to such amendment, alteration, modification or repeal.

ARTICLE VIII

Indemnification of Directors and Officers

The corporation may indemnify its present and past directors, officers, employees and agents, and such other persons as it shall have the power to indemnify, to the fullest extent permitted under the laws of the State of Florida as they now exist or may hereafter be amended, but subject to any limitations provided in the corporation's bylaws.

ARTICLE IX

Amendments

The corporation may amend or repeal any provision contained in these Articles of Incorporation and add additional articles in the manner prescribed by statute.

In witness whereof, the undersigned have executed these Articles of Incorporation this

13 day of April, 1999.

By: Steven M. Dorsey
Steven M. Dorsey, Incorporator

CERTIFICATE DESIGNATING CHANGE OF PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING
AGENT UPON WHOM PROCESS MAY BE SERVED

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

First, that Tropical Sports Car Club, Inc. is qualified to do business under the laws of
the State of Florida with its principal office at 938 Camellia Drive, Royal Palm Beach, County
of Palm Beach, State of Florida, has appointed Steven M. Dorsey, 938 Camellia Drive, Royal
Palm Beach, County of Palm Beach, State of Florida, 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.

By: Steven M. Dorsey
Steven M. Dorsey, Registered Agent

FILED
99 AUG 16 AM 9:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA