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SHEPPARD, BRETT, STEWART, HERSCH & KINSEY, P.A.

ATTORNEYS AT LAW

Firm Established 1924

MAIN OFFICE:

2121 WEST FIRST STREET
FORT MYERS, FLORIDA 33901
(941) 334-1141 PHONE
(941) 334-3965 FAX

PLEASE REPLY TO:

POST OFFICE DRAWER 400
FORT MYERS, FL 33902

SOUTH LEE COUNTY OFFICE:

16521 SAN CARLOS BLVD. #104-D
FORT MYERS, FLORIDA 33908
(941) 489-1277 PHONE
(941) 489-1833 FAX

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com
ingerto@sbshlaw.com

JOHN K. WOOLSLAIR (1908-1968)
W. A. SHEPPARD (1898-1971)

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH **
D. HUGH KINSEY, JR.
BRIAN J. INGERTO †°

OF COUNSEL
JOHN W. SHEPPARD *

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES

† LLM TAXATION

• CERTIFIED PUBLIC ACCOUNTANT (FL)

• ALSO ADMITTED IN SOUTH CAROLINA

+ ALSO ADMITTED IN IOWA

May 17, 2000

Corporate Records Bureau
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32301

Re: CHARLOTTE COUNTY MOTOCROSS
PARK, INC.

500003262355--0
-05/22/00-01137-012
*****78.75 *****78.75

Dear Sirs:

Enclosed herewith are proposed Articles of Incorporation in reference to the captioned corporation. Also enclosed is our check in the amount of \$78.75 to cover the following:

Filing Fee	\$ 35.00
Certified Copy of Charter	\$ 8.75
Resident Agent Fee	<u>\$ 35.00</u>
	\$ 78.75

If the Articles of Incorporation meet with your approval, we will appreciate your executing and sending to the undersigned a Certificate of Incorporation.

Sincerely,

SHEPPARD, BRETT, STEWART,
HERSCH & KINSEY, P.A.

D. Hugh Kinsey, Jr.

FILED
00 MAY 22 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DHK:dlb
Enclosures
KS-4670

FILED
00 MAY 22 PM 2:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
CHARLOTTE COUNTY MOTOCROSS PARK, INC.

THE UNDERSIGNED, DELBERT E. DARLING, III, hereby executes this document for the purposes of becoming incorporated under the laws of the State of Florida, and forming a corporation under the following proposed Certificate of Incorporation:

ARTICLE I

The name of this Corporation is CHARLOTTE COUNTY MOTOCROSS PARK, INC.

ARTICLE II

The general nature of the business to be transacted by the Corporation is as follows:

The Corporation may engage in any activity or business permitted by the Laws of the United States and of this State.

ARTICLE III

The maximum number of shares of stock that the Corporation is authorized to have outstanding at any time is One Thousand (1,000) shares of common stock of the same class and at One Dollar (\$1.00) par value.

ARTICLE IV

Every shareholder, upon the sale for cash of any stock of this Corporation of the same class as that which he already holds, shall have the right to purchase his pro-rata share thereof (as nearly as may be done without the issuance of fractional shares) at the price at which it is offered to others.

ARTICLE V

The Corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE VI

The Corporation is to have perpetual existence commencing upon filing of these Articles of Incorporation with the Secretary of State.

ARTICLE VII

The address of the principal office of the Corporation in this State is: 18478 Violet Road, Fort Myers, Florida 33912, and the name of the initial registered agent of this Corporation at that address is: DELBERT E. DARLING, III.

ARTICLE VIII

The number of Directors of this Corporation shall not be less than one (1) or more than five (5).

ARTICLE IX

The name and post office address of the members of the first Board of Directors of the Corporation are:

<u>NAME</u>	<u>TITLE</u>	<u>ADDRESS</u>
DELBERT E. DARLING, III	President/Secretary/ Treasurer	18478 Violet Road Fort Myers, Florida 33912

ARTICLE X

The name and post office address of the subscribers to the Articles of Incorporation are:

<u>NAME OF SUBSCRIBER</u>	<u>ADDRESS</u>
DELBERT E. DARLING, III	18478 Violet Road Fort Myers, Florida 33912

ARTICLE XI

The power to adopt, amend, alter or repeal By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the subscribers have hereunto set their hands and seals this

8 day of 8th May, 2000.

Delbert E. Darling III
Delbert E. Darling, III, Incorporator

STATE OF FLORIDA

COUNTY OF LEE

THE FOREGOING INSTRUMENT was acknowledged before me this 8th day of
MAY, 2000, by DELBERT E. DARLING, III, (☒) who is personally known to me
or () who produced _____ as identification.



Rebecca Chapman
Notary Public
Printed Name of Notary: REBECCA CHAPMAN

(SEAL)

Comm. Exp. Date:

Comm. Number:

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

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES, THE FOLLOWING IS
SUBMITTED:

FIRST -- THAT CHARLOTTE COUNTY MOTOCROSS PARK, INC., DESIRING TO
ORGANIZE OR QUALIFY UNDER THE LAWS OF THE STATE OF FLORIDA, WITH ITS
PRINCIPAL PLACE OF BUSINESS IN THE CITY OF FORT MYERS, COUNTY OF LEE, STATE
OF FLORIDA, HAS NAMED DELBERT E. DARLING, III, LOCATED AT 18478 VIOLET ROAD,
FORT MYERS, LEE COUNTY, FLORIDA, AS ITS AGENT TO ACCEPT SERVICE OF PROCESS
WITHIN FLORIDA.

CHARLOTTE COUNTY MOTOCROSS PARK, INC.

(DED)
Signature:

Delbert E. Darling III
(Corporate Officer)

Title: President/Secretary/Treasurer

Date:

5-8-2000

FILED
00 MAY 22 PM 2:28
TALLAHASSEE

HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-
STATED CORPORATION, AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY
AGREE TO ACT IN THIS CAPACITY, AND I FURTHER AGREE TO COMPLY WITH THE
PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE
PERFORMANCE OF MY DUTIES.

(DED)
Signature:

Delbert E. Darling III
Resident Agent

Date:

5-8-2000