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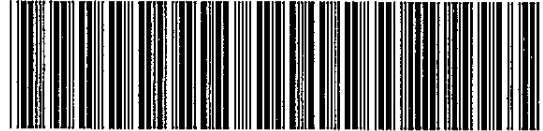
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4/14/03

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

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CLERK OF COURT
TALLAHASSEE FLORIDA

Dirt Wheels Powersports, Inc.

- ☒ Art of Inc. File _____
- ☐ LTD Partnership File _____
- ☐ Foreign Corp. File _____
- ☐ L.C. File _____
- ☐ Fictitious Name File _____
- ☐ Trade/Service Mark _____
- ☐ Merger File _____
- ☐ Art. of Amend. File _____
- ☐ RA Resignation _____
- ☐ Dissolution / Withdrawal _____
- ☐ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ☐ Photo Copy _____
- ☐ Certificate of Good Standing _____
- ☐ Certificate of Status _____
- ☐ Certificate of Fictitious Name _____
- ☐ Corp Record Search _____
- ☐ Officer Search _____
- ☐ Fictitious Search _____
- ☐ Fictitious Owner Search _____
- ☐ Vehicle Search _____
- ☐ Driving Record _____
- ☐ UCC 1 or 3 File _____
- ☐ UCC 11 Search _____
- ☐ UCC 11 Retrieval _____
- ☐ Courier _____

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

EFFECTIVE DATE

4/9/03

ARTICLES OF INCORPORATION

OF

DIRT WHEELS POWERSPORTS, INC.

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SECRETARY OF STATE
TALLAHASSEE FLORIDA

We, **MITCHELL STEVEN HESTERS** and **CHRISTOPHER SHAWN OWENS** the undersigned, hereby organize for the purpose of becoming a Corporation under the laws of the State of Florida, by and under the provisions of the Statutes of the said State of Florida, providing for the formation, rights, privileges, immunities and liabilities of Corporation for profit.

ARTICLE I - NAME

The name of the Corporation shall be:

DIRT WHEELS POWERSPORTS, INC.

ARTICLE II - DURATION

This Corporation shall exist perpetually, commencing on the date of execution and acknowledgment of these Articles.

ARTICLE III - PURPOSE

The Corporation may engage in any activity or business under the laws of the United States and the State of Florida's General Corporation Act.

ARTICLE IV - CAPITAL STOCK

This Corporation is authorized to issue 100 shares of \$1.00 par value common stock, which should be designated "Common Shares".

ARTICLE V - CAPITAL

The amount of capital with which the Corporation will begin business shall be \$100.00.

ARTICLE VI - INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial principal office of this corporation is 926 Hillgrove Lane, Auburndale, Florida, 33823 and the mailing address is 926 Hillgrove Lane, Auburndale, Florida 33823. The name of the initial registered agent of this Corporation is **MITCHELL STEVEN HESTERS** whose address is 926 Hillgrove Lane, Auburndale, Florida 33823.

ARTICLE VII

This Corporation shall have two (2) directors initially. The number of directors may be increased or diminished from time to time by a majority vote of the stockholders, but it shall never be less than one.

ARTICLE VIII

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

MITCHELL STEVEN HESTERS, President
926 Hillgrove Lane
Auburndale, Florida 33823

CHRISTOPHER SHAWN OWENS, Vice President
926 Hillgrove Lane
Auburndale, Florida 33823

ARTICLE IX - INCORPORATORS

The name and address of the initial subscribers signing these Articles are as follows:

MITCHELL STEVEN HESTERS, President

926 Hillgrove Lane

Auburndale, Florida 33823

CHRISTOPHER SHAWN OWENS, Vice President

926 Hillgrove Lane

Auburndale, Florida 33823

ARTICLE X – BYLAWS

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

ARTICLE XI - RESTRICTIONS ON TRANSFER OF STOCK

Shares of capital stock of this Corporation shall be issued initially to the following persons in the amount set opposite their names:

MITCHELL STEVEN HESTERS	50 Shares
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CHRISTOPHER SHAWN OWENS	50 Shares
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Shares held by the initial shareholders listed above may not be re-sold or otherwise transferred to other persons unless such shares are first offered to the remaining shareholders or to this Corporation. The price and terms at which, and the time within which, such shares may be offered and sold shall be further specified by written agreement among all of the shareholders and this Corporation.

ARTICLE XII - ADOPTION OF BYLAWS

A special meeting of the subscriber or his assigns shall be held, upon the call of the president, for the purpose of completing the organizations of the Corporation and the adoption of the bylaws and the transaction of such other business as may come before the meeting.

ARTICLE XIII - AMENDMENT

These Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment hereto, and any right conferred upon the shareholder is subject to this reservation.

ARTICLE XIV - TERMS OF ISSUING STOCK

Stock to be issued pursuant to these Articles of Incorporation shall be issued under the terms, provisions and conditions of 1244 of the Internal Revenue Code.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed my seal to these Articles of Incorporation, on this 9th day of April, 2003.

Mitchell S. Hesters
MITCHELL STEVEN HESTERS

Christopher Shawn Owens
CHRISTOPHER SHAWN OWENS

STATE OF FLORIDA
COUNTY OF POLK

BEFORE ME, the undersigned authority, personally appeared **MITCHELL STEVEN HESTERS** and **CHRISTOPHER SHAWN OWENS** who, being first duly sworn, depose and say they are the individuals described in and who executed the foregoing Articles of Incorporation and who produced _____ as identification and acknowledged before me that he executed same for the purposes therein expressed.

WITNESS my hand and official seal in the above named County and State this 9th day of April, 2003.

Carla L. Hollingsworth
Notary Public, State of Florida



Carla L. Hollingsworth
MY COMMISSION # CC955126 EXPIRES
September 4, 2004
BONDED THRU TROY FAIN INSURANCE, INC.

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

Pursuant to Chapter 48.091, Florida Statutes, the following is submitted:

DIRT WHEELS POWERSPORTS, INC.

desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation at Auburndale, County of Polk, State of Florida, has named **MITCHELL STEVEN HESTERS**, 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 the place designated in this certificate, I hereby agree to act in this capacity and agree to comply with the provision of said Act relative to keeping open said office.



MITCHELL STEVEN HESTERS

2003 APR 11 PM 12:57
CLERK OF THE COURT
TALLAHASSEE FLORIDA

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