

9/20/2019

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H19000282458 3)))



H190002824583ABCB

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (614)280-3338
Fax Number : (954)208-0845

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**COR AMND/RESTATE/CORRECT OR O/D RESIGN
NASCAR HOLDINGS, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$43.75

Electronic Filing Menu

Corporate Filing Menu

Help SEP 20 - 2019

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

NASCAR HOLDINGS, INC.

September 20, 2019

NASCAR Holdings, Inc. (the "Corporation"), a corporation organized and existing under the Florida Business Corporation Act, hereby certifies as follows:

1. The original Articles of Incorporation of the Corporation were filed with the Secretary of State of the State of Florida on September 24, 2004 (the "Original Articles of Incorporation").

2. On the date hereof, these Amended and Restated Articles of Incorporation, which amend and restate the Original Articles of Incorporation and consolidate all amendments into a single document, were adopted by the board of directors of the Corporation (the "Board") and approved by the shareholders of the Corporation entitled to vote thereon in accordance with the Florida Business Corporation Act, as the same exists or hereafter may be amended. The number of votes cast for each amendment in these Restated Articles of Incorporation by the shareholders in the manner required by the Florida Business Corporation Act and the Original Articles of Incorporation was sufficient for approval under applicable law. References to the "Restated Articles of Incorporation" herein refer to these Amended and Restated Articles of Incorporation, as amended, restated, supplemented and otherwise modified from time to time.

3. The Original Articles of Incorporation are hereby amended and restated in their entirety to read as follows:

ARTICLE I - NAME

The name of the Corporation is NASCAR Holdings, Inc.

ARTICLE II - PRINCIPAL OFFICE

The street address of the principal place of business and mailing address of the Corporation is One Daytona Boulevard, Daytona Beach, FL 32114.

ARTICLE III- PURPOSE

The Corporation is organized to engage in any activity or business permitted under the laws of the United States and Florida.

ARTICLE IV - SHARES

(a) The Corporation shall have authority to issue 10,000 shares of Common Stock ("Common Stock"), consisting of 20 Shares of Class A voting common stock, no par value ("Class A Voting Stock"), and 9,980 Shares of Class B non-voting common stock, no par value ("Class B Non-Voting Stock").

(b) Except as otherwise required by law or the Restated Articles of Incorporation, the holders of the Class A Voting Stock shall possess exclusively all voting power, and each holder of Class A Voting Stock shall have one vote in respect of each share held by such holder of record on the books of the Corporation for the election of directors and on all matters submitted to a vote of shareholders of the Corporation. The holders of Class B Non-Voting Stock, as such, shall have no voting power and shall not be entitled to vote on any matter except as otherwise required by law or as otherwise expressly provided for herein; *provided*, that so long as any shares of Class B Non-Voting Stock are outstanding, the Corporation shall not, without the written consent or affirmative vote of a majority of the outstanding shares of Class B Non-Voting Stock, voting separately as a single class, amend, alter or repeal (including by merger, consolidation or otherwise) its Restated Articles of Incorporation or bylaws so as to adversely (disproportionately relative to the Class A Voting Stock) affect the preferences, rights or powers of the Class B Non-Voting Stock.

(c) Except as otherwise provided herein, Class B Non-Voting Stock shall carry the same rights and privileges as Class A Voting Stock (including in respect of dividends and in respect of distributions upon any dissolution, liquidation or winding up of the Corporation) and be treated the same as Class A Voting Stock (including in any merger, consolidation, share exchange, reclassification or other similar transaction); *provided that*: (i) if the Corporation shall in any manner split, subdivide or combine (including by way of a dividend payable in shares of Class A Voting Stock or Class B Non-Voting Stock) the outstanding shares of Class A Voting Stock or Class B Non-Voting Stock, the outstanding shares of the other such class of stock shall likewise be split, subdivided or combined in the same manner proportionately and on the same basis per share; (ii) if the consideration resulting from any merger, consolidation, share exchange, reclassification or similar transaction consists of any class or series of securities in the Corporation or any other person, such consideration to be received by holders of Common Stock may differ as to voting rights, with holders of Class A Voting Stock receiving the class or series of securities having (or convertible into or exercisable or exchangeable for securities having) the highest relative voting rights and the holders of Class B Non-Voting Stock receiving securities of a class or series having (or convertible into or exercisable or exchangeable for securities having) lesser relative voting rights, in each case, without regard to whether such rights differ to a greater or lesser extent than the corresponding differences in voting rights among the Common Stock set forth herein; and (iii) no dividend

payable in Class A Voting Stock shall be declared on or paid with respect to the Class B Non-Voting Stock, provided that if a dividend payable in Class A Voting Stock is declared on or paid with respect to the Class A Voting Stock, a corresponding dividend payable in Class B Non-Voting Stock shall be declared on or paid with respect to the Class B Non-Voting Stock on the same basis per share.

(d) Effective upon the filing of these Restated Articles of Incorporation with the Secretary of State of Florida (the "Effective Time"), the following recapitalization (the "Recapitalization") shall occur: each share of Class A Voting Stock of the Corporation issued and outstanding immediately prior to the Effective Time shall be recapitalized, reclassified and reconstituted into 0.20 of a share of Class A Voting Stock and 0.80 of a share of Class B Non-Voting Stock, each fully paid and non-assessable.

(e) The Recapitalization shall occur automatically at the Effective Time without any further action by any of the shareholders affected thereby.

ARTICLE V - RESTRICTION

Unless otherwise approved by the Board of Directors, for so long as the Corporation has in effect an election to be taxable as an "S corporation" within the meaning of Sections 1361 and 1362 of the United States Internal Revenue Code of 1986, as amended, any transfer, sale, assignment, gift, donation, pledge, encumbrance, devise or other disposition (including the granting of any option or entering into any agreement for the transfer, sale, assignment or other disposition of stock or the transfer, sale, assignment or other disposition of any securities or rights convertible into or exchangeable for stock), whether voluntary or involuntary, whether of record or beneficially, and whether by operation of law or otherwise, of stock of the Corporation to any person that would result in the Corporation losing its status or failing to qualify as an "S corporation" shall be null and void *ab initio*, and the intended transferee shall acquire no rights to such stock.

ARTICLE VI - REGISTERED AGENT

The address of the registered office of the Corporation in the State of Florida is One Daytona Boulevard, Daytona Beach, FL 32114 and the name of the Corporation's registered agent at that address is Karen Leetzow.

ARTICLE VII - BYLAWS

The power to adopt, alter, amend, or repeal bylaws shall be vested in the Board of Directors and the shareholders, except that the Board of Directors may not amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that the bylaw is not subject to amendment or repeal by the Board of Directors.

ARTICLE VIII - AMENDMENTS


The Corporation reserves the right to amend, alter, change, or repeal any provision in these Restated Articles of Incorporation in the manner prescribed by law, and all rights conferred on shareholders are subject to this reservation.

ARTICLE IX - LIMITATION OF DIRECTOR LIABILITY

No director of the Corporation shall be personally liable for monetary damages to the Corporation, to its shareholders or to any other person for any statement, vote, decision or failure to act, regarding corporate management or policy or for any breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Florida Business Corporation Act, as amended from time to time. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder in respect of any act or omission occurring prior to the time of such repeal or modification.

[Remainder of Page Intentionally Blank]

IN WITNESS WHEREOF, the undersigned has caused these Restated Articles of Incorporation to be executed as of the date first set forth above.


James C. France
President

Having been named as registered agent to accept service of process for the above stated corporation, at the place designated in this document, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.

Dated this 20th day of September, 2019.

KAREN LEETZOW

