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DEPARTMENT OF STATE  
 TALLAHASSEE FLORIDA  
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**FLORIDA PROFIT CORPORATION OR P.A.**

**NEW SMYRNA MOTORCYCLE COMPANY, INC.**

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TALLAHASSEE FLORIDA

**ARTICLES OF INCORPORATION  
OF  
NEW SMYRNA MOTORCYCLE COMPANY, INC.**

The undersigned, for the purpose of forming a corporation for profit under the laws of Florida, adopts the following Articles of Incorporation:

**Article I  
Name**

**Section 1.1. Name.** The name of this corporation shall be NEW SMYRNA MOTORCYCLE COMPANY, INC.

**Article II  
Principal Office and Mailing Address**

**Section 2.1. Principal Office and Mailing Address.** The principal place of business and mailing address of this corporation shall be 1899 State Road 44, New Smyrna Beach, Florida 32168.

**Article III  
Capital Stock**

**Section 3.1. Capital Stock.** The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is ONE HUNDRED THOUSAND (100,000) shares of common stock having a par value of \$0.10 per share.

**Section 3.2. Restriction on Transfer of Stock.** The shareholders may, by bylaw provision, by shareholders' agreement recorded in the minute book or by endorsement on each stock certificate, impose such restrictions on the sale, transfer, or encumbrance of the stock of this corporation as they may see fit.

**Section 3.3. Approval of Shareholders Required for Merger.** The approval of the shareholders holding sixty percent (60%) or more of the capital stock of this corporation eligible to vote to any plan of merger or consolidation shall be required in every case, whether or not such approval is required by law.

Michael J. Ivan, Jr., Esquire  
Purcell, Flanagan & Hay, P.A.  
1548 Lancaster Terrace  
Jacksonville, Florida 32204  
Telephone: (904)355-0355  
Fla. Bar No.: 0016144

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**Article IV**  
**Initial Registered Agent and Address**

**Section 4.1. Name and Address.** The name and street address of the initial registered agent of this corporation is:

Charles D. Hood, Jr., Esq.  
444 Seabreeze Blvd., Suite 900  
Daytona Beach, Florida 32115

**Article V**  
**Incorporator**

**Section 5.1. Name and Address.** The name and street address of the incorporator of this corporation is:

Charles D. Hood, Jr., Esq.  
444 Seabreeze Blvd., Suite 900  
Daytona Beach, Florida 32115

**Article VI**  
**Effective Date; Duration**

**Section 6.1. Effective Date.** Corporate existence shall commence on the date these Articles are executed.

**Section 6.2. Duration.** This corporation shall exist perpetually.

**Article VII**  
**Purpose**

**Section 7.1. Purpose.** This corporation is organized for the purpose of transacting any or all lawful business permitted under the laws of the United States of America and of the State of Florida.

**Article VIII**  
**Directors**

**Section 8.1. Number.** This corporation shall have three (3) directors initially. The number of directors may be increased or diminished from time to time, but shall never be less than one.

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**Section 8.2. Initial Directors.** The name and street address of the initial directors of the corporation are:

Bruce O. Rossmeyer  
290 N. Beach Street  
Daytona Beach, Florida 32114

William J. Rossmeyer  
290 N. Beach Street  
Daytona Beach, Florida 32114

Shelly A. Rossmeyer  
290 N. Beach Street  
Daytona Beach, Florida 32114

**Section 8.3. Compensation.** The board of directors is hereby specifically authorized to make provision for reasonable compensation to its members for their services as directors, and to fix the basis and conditions upon which such compensation shall be paid. Any directors of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

**Section 8.4. Indemnification.** The board of directors is hereby specifically authorized to make provision for indemnification of directors, officers, employees and agents to the full extent permitted by law.

**Article IX  
Bylaws**

**Section 9.1. Bylaws.** The initial bylaws of this corporation shall be adopted by the directors. Bylaws shall be adopted, altered, amended or repealed from time to time by either the shareholders or the board of directors, but the board of directors shall not alter, amend or repeal any bylaw adopted by the shareholders if the shareholders specifically provide that such bylaw is not subject to amendment or repeal by the directors.

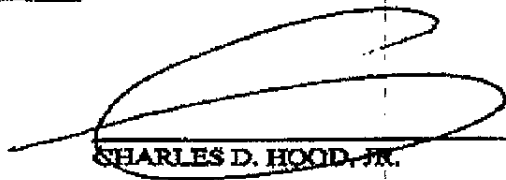
**Article X  
Amendment**

**Section 10.1. Amendment.** This corporation reserves the right to amend or repeal any provision contained in these Articles of Incorporation, and any right conferred upon the shareholders is subject to this reservation.

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IN WITNESS WHEREOF the incorporator has executed these Articles of Incorporation the  
17<sup>th</sup> day of Nov 2004.



CHARLES D. HOOD, JR.

"Incorporator"

