

POS 000045289

\_\_\_\_\_  
(Requestor's Name)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800048141278

03/21/05--01060--013 \*\*78.75

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAR 21 PM 3:55

B. McKnight MAR 25 2005

# ANDREWS & LINS, P.A.

## Attorneys and Counselors at Law

711 W. Fletcher Ave. Suite B  
Tampa, FL 33612  
Ph. (813) 964-8005  
Fax (813) 964-8006  
mike@andrews-lins.com

Jana P. Andrews, Esquire  
D. Michael Lins, Esquire

March 18, 2005

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

**Re: BCS RACING, INC.**

Ladies/Gentlemen:

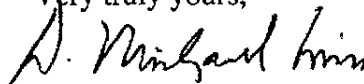
Enclosed are the following:

- 1) Articles of Incorporation (original and one copy);
- 2) Certificate of Registered Agent; and
- 3) Check in the amount of \$78.75 payable to Secretary of State for your requisite filing fee.

Please file the Articles and Certificate, and provide a date stamped copy of the Articles of Incorporation to the representative of Capital Connections.

If you have any questions, please call us at (813) 964-8005. Thank you.

Very truly yours,

  
D. Michael Lins

Enclosures

**ARTICLES OF INCORPORATION  
OF  
BCS RACING, INC.**

**ARTICLE I  
NAME**

The name of the corporation is BCS RACING, INC. ("Corporation"). The address of the Corporation is 14434 SR 54, Unit 1, Odessa, Florida 33556.

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE III  
PURPOSE**

The Corporation is organized to engage for the following purposes: to engage in any lawful activity or business; to acquire and hold stock in any corporation; to engage in joint ventures and partnerships, as a limited or general partner; to acquire, own, hold, manage, mortgage, improve, lease, sell, exchange, transfer, and otherwise deal with real, personal and intangible property wherever situate; to carry out the said purposes in any state, territory, district, or possession of the United States or foreign country.

**ARTICLE IV  
CAPITAL STOCK**

The Corporation is authorized to issue 7500 shares of capital stock of the par value of One Dollar (\$1.00) per share which shall be designated "Common Shares", and all of which shall have the same rights and privileges.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAR 21 PM 3:55

**ARTICLE V  
PRE-EMPTIVE RIGHTS**

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

**ARTICLE VI  
INITIAL REGISTERED OFFICE AND AGENT**

The street address of the registered agent of the Corporation in the State of Florida is 14434 SR 54, Unit 1, Odessa, Florida 33556, and the initial Registered Agent of the Corporation at that address is David L. Smith.

**ARTICLE VII  
INITIAL BOARD OF DIRECTORS**

The Corporation shall have one (1) director initially. The number of Directors may be either increased or diminished from time to time by the Bylaws. The name and address of the initial Directors of the Corporation are:

David L. Smith  
14434 SR 54  
Unit 1  
Odessa, Florida 33556

**ARTICLE VIII  
INCORPORATOR**

The name and address of the person signing these Articles of Incorporation is David L. Smith, 1728 Beachway Lane, Odessa, FL 33556.

**ARTICLE IX  
BYLAWS**

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


**ARTICLE X  
INDEMNIFICATION**

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

**ARTICLE XI  
AMENDMENT**

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

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation at Tampa, Florida, this 3/17/05 day of March, 2005.


  
\_\_\_\_\_  
DAVID L. SMITH, Incorporator

## **CERTIFICATE DESIGNATING REGISTERED AGENT**

In pursuance of Chapter 48.091 and Chapter 607.0501, Florida Statutes, the following is submitted in compliance with said Act.

That BCS RACING, INC., desiring to organize under the laws of the State of Florida with its principal office, as indicated in the Articles of Incorporation, at 14434 SR 54, Unit 1, Odessa, Florida 33556, has named David L. Smith, located at 14434 SR 54, Unit 1, Odessa, Florida 33556, as its agent to accept service of process within this state.

ACKNOWLEDGMENT: Having been named registered agent to accept service of process for the above-stated Corporation, at the 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 the proper and complete performance of my duties, and I accept the duties and obligations of Chapter 607.0501, Florida Statutes.

By:   
DAVID L. SMITH, Registered Agent

Date: March 17, 2005

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
05 MAR 21 PM 3:55