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# **B.F. GODFREY, P.A.**

ATTORNEY AT LAW

2601 TECHNOLOGY DRIVE • ORLANDO, FL 32804

PHONE (407) 701-7530 FAX (407) 578-2347

January 8, 2013

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: Article of Incorporation – Motorbay Group, Inc.**

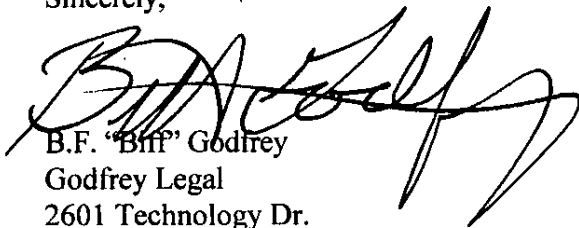
**Registration Section:**

The enclosed Articles of Incorporation and fee(s) are submitted for filing. Please return all correspondence concerning this matter to the undersigned.

The E-mail address to be used for future annual report notification is [biff@godfreylegal.com](mailto:biff@godfreylegal.com). For further information concerning this matter, please contact the undersigned at 407-701-7530.

Enclosed this firm's check for the amount of \$78.75 for the filing fees.

Sincerely,



B.F. "Biff" Godfrey  
Godfrey Legal  
2601 Technology Dr.  
Orlando, FL 32804

**ARTICLES OF INCORPORATION  
OF  
MOTORBAY GROUP, INC.**

The undersigned hereby makes, subscribes, acknowledges, and files with the Florida Department of State these articles of incorporation for the purpose of forming a corporation for profit in accordance with the laws of Florida.

**ARTICLE I  
Name**

The name of this corporation shall be MOTORBAY GROUP, INC.

**ARTICLE II  
Term of Existence and Fiscal Year**

This corporation shall begin existence on the date of filing of these articles with the Florida Department of State and shall have perpetual existence thereafter. This corporation shall have a fiscal year beginning January 1 of each year.

**ARTICLE III  
Nature of Business**

The general nature of the business to be transacted by this corporation and the objects and purposes of it shall be to conduct any lawful business permitted by the laws of the State of Florida.

**ARTICLE IV  
Powers**

This corporation shall have all powers conferred by the laws of Florida on corporations.

**ARTICLE V  
Capital Stock**

This corporation is authorized to issue 1,000 shares of common voting stock. All or any part of the capital stock may be paid for in cash, in property, or in labor or services actually performed for the corporation. All stock shall be fully paid for when issued and shall be non-assessable.

**ARTICLE VI  
Shareholders' Rights**

(a) Each share of stock in this corporation shall entitle the holder thereof to one vote at any meeting of the corporation's shareholders.

(b) There shall be no cumulative voting of the stock entitled to vote in the election of directors of this corporation.

(c) No holder of any class of stock of this corporation shall have any preemptive or preferential right to subscribe to, purchase, or receive any shares of any class of stock of the corporation, whether now or hereafter authorized, or any notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class of stock of the corporation issued or sold or proposed to be issued or sold or with respect to which options or warrants shall be granted; but all these shares of stock of any class or notes, debentures, bonds, or other securities convertible into or carrying options or warrants to purchase shares of any class may be issued and disposed of or sold by the board of directors on terms and for consideration as may be permitted by law and to any person or persons qualified to be shareholders, as the board of directors may determine.

## **ARTICLE VII**

### **Initial Registered Office and Agent**

The name and street address of the initial registered agent of this corporation is Nikita Korchin, Apartment #507, 911 N. Orange Ave., Orlando, FL 32801.

## **ARTICLE VIII**

### **Principal Place of Business**

The principal place of business of the corporation shall be located at Apartment #507, 911 N. Orange Ave., Orlando, FL 32801, with any other place of business as may be determined and fixed by the board of directors from time to time.

## **ARTICLE IX**

### **Directors**

This corporation shall initially have one (1) director. The number of directors may be increased or decreased from time to time by the shareholders, provided that the corporation shall always have at least one director. The shareholders of the corporation may remove any director from office at any time with or without cause.

## **ARTICLE X**

### **Officers**

The name and post office address of the officers of the corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until their successors are elected and qualified, are:

President, Secretary & Treasurer

Nikita Korchin  
Apt. #507

911 N. Orange Ave.  
Orlando, FL 32801

## **ARTICLE XI**

### **Initial Directors**

The name and street address of the initial director of this corporation, who, subject to the provisions of the bylaws and the laws of Florida, shall hold office for the first year of the corporation's existence, or until a successor is elected and qualified, are

Nikita Korchin  
Apt. #507  
911 N. Orange Ave.  
Orlando, FL 32801

## **ARTICLE XII**

### **Transactions With Corporations**

No contract or other transaction between this corporation and any other corporation, and no other contract or transaction of this corporation, shall in any way be affected or invalidated by the fact that any director or officer of this corporation has a pecuniary or other interest in any other corporation or is a director or officer of any other corporation. Any director or officer individually, or any firm of which any director or officer may be a member, may be a party to or may be pecuniarily or otherwise interested in any contract or transaction of this corporation, provided that the fact that he or she or the firm is so interested shall be disclosed or shall have been known to the board of directors. Any director or officer of this corporation who is also a director or officer of any other corporation or member of any other firm, or who is so interested, may be counted in determining the existence of a quorum at any meeting of the board of directors of this corporation that shall authorize any contract or transaction, with like force and effect as if the person were not an officer or director of any other corporation or member of any other firm, or not so interested.

## **ARTICLE XIII**

### **Bylaws**

(a) The power to adopt bylaws for this corporation, to alter, amend, or repeal those bylaws, and to adopt new bylaws shall be vested in the shareholders of this corporation.

(b) The bylaws of this corporation shall be for the governance of the corporation and may contain any provisions or requirements for the management or conduct of the affairs and business of the corporation, provided they are not inconsistent with the provisions of the State of Florida or of the United States.

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**ARTICLE XIV**  
**Amendment**

These articles of incorporation may be amended at any time by a vote of the majority of the voting stock of the corporation outstanding, at any regular meeting of the stockholders or at any special meeting of the stockholders called for that purpose.

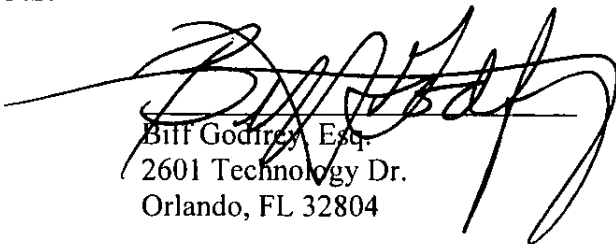
**ARTICLE XV**  
**Incorporator**

The name and post office address of the incorporator of this corporation is Biff Godfrey, Esq., 2601 Technology Dr., Orlando, FL 32804.

**ARTICLE XVI**  
**Indemnification**

The corporation shall indemnify any present or former officer or director, or person exercising powers and duties of a director, to the full extent now or hereafter permitted by law.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on January 4, 2013, and affirms that the facts stated in this document are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.

  
Biff Godfrey, Esq.  
2601 Technology Dr.  
Orlando, FL 32804

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**ACCEPTANCE BY REGISTERED AGENT**

**OF**

**MOTORBAY GROUP, INC**

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity this 4<sup>th</sup> day of January, 2013.



Nikita Korchin  
Apt. #507  
911 N. Orange Ave.  
Orlando, FL 32801

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