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CLERK OF DISTRICT COURT
JULIA M. HARRIS

7/1/15

TRANSMITTAL LETTER

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

SUBJECT: Banana Racing International Corp.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed are an original and one (1) copy of the articles of incorporation and a check for:

☐ \$70.00 ☐ \$78.75
Filing Fee Filing Fee
 & Certificate of Status

<input type="checkbox"/> \$78.75 Filing Fee & Certified Copy	<input checked="" type="checkbox"/> \$87.50 Filing Fee, Certified Copy & Certificate of Status
ADDITIONAL COPY REQUIRED	

FROM: Marlen Hurter (Incorporator)
Name (Print or typed)

1846 1st SW
Address

Vero Beach, Florida, 32962
City, State Zip

+1 41 79 50 04 55
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

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DEPT. OF STATE
TALLAHASSEE, FL 32314

EFFECTIVE DATE 08/31/15

ARTICLES OF INCORPORATION For Profit

In compliance with the requirements of Chapter 607, F.S., and for the purposes of forming a for-profit business corporation in Florida, the undersigned desire to form a corporation according to the following Articles of Incorporation.

1. **Corporate Name**

The name of the corporation is Banana Racing International Corp. (the "Corporation").

2. **Purpose**

The Corporation is formed for the purpose of doing business as "Miller's Neighborhood Market" operating a Gas Station (National Oil), Car-Wash and C-Store and any or all other lawful business purposes for which corporations may be formed.

3. **Duration**

The duration of the Corporation is perpetual.

4. **Registered Office and Registered Agent**

The street address of the initial registered office is 1615 US Highway 1, Vero Beach, Florida, 32960. The name of the initial Registered Agent at this Registered Office is Marlen Hurter.

5. **Street Address of the Principal Office**

The street address of the principal office is 1615 US Highway 1, Vero Beach, Florida, 32960.

The mailing address of the principal office is 1846 1st St SW, Vero Beach, Florida, 32962.

6. **Initial Directors**

The initial board of directors will consist of two directors (individually the "Director" and collectively the "Board of Directors"). The names and addresses of the persons who are to serve as Directors until the first annual meeting of shareholders or until their successors are elected and qualified are set out below.

Name	Address	City	State	Zip Code
Marlen Hurter	1846 1st St SW	Vero Beach	Florida	32962
René Meierhofer	1846 1st St SW	Vero Beach	Florida	32962

7. **Authorized Capital**

The aggregate total number of all shares that the Corporation is authorized to issue is 100.

Class A Shares

The Corporation is authorized to issue a single class of shares. The total number of shares authorized is 100 shares and each share will have no par value.

The Class A voting, non-cumulative shares will have the following rights and privileges attached to them and be subject to the following conditions and limitations:

- The holders of Class A shares will be entitled to receive, as and when declared by the Board of Directors out of the monies of the Corporation properly applicable to the payment of dividends, non-cumulative, cash dividends, at the rate to be set by the Board of Directors.
- The Class A shares may from time to time be issued as a class without series or, may from time to time be issued in one or more series. If the Class A shares are issued in one or more series the Board of Directors may from time to time, by resolution before issuance, fix the number of shares in each series, determine the designation and fix the rights, privileges, restrictions, limitations and conditions attaching to the shares of each series but always subject to the limitations set out in the Articles of Incorporation.
- The holders of Class A shares will be entitled to one vote for each Class A share held, and will be entitled to receive notice of and to attend all meetings of the shareholders of the Corporation.

- d. In the event of liquidation, dissolution, or winding up of the Corporation, the Class A shareholders will be entitled to share equally, share for share, in the distribution of the assets of the Corporation.

8. **Restrictions on Transfer and Other Rules**

No shares of stock in the Corporation will be transferred without the approval of the Board of Directors of the Corporation either by a resolution of the Board of Directors passed at a Board of Directors meeting or by an instrument or instruments in writing signed by all of the Board of Directors.

Any invitation to the public to subscribe to any class of shares of the Corporation is prohibited.

9. **Preemptive Rights**

The shareholders of the Corporation have the preemptive right to purchase any new issue of shares in proportion to their current equity percentage. A shareholder may waive any preemptive right. Any waiver by a shareholder does not affect any future preemptive rights of that shareholder.

10. **Amend or Repeal Bylaws**

Bylaws may be adopted, amended, or repealed either by approval of the outstanding shares or by the approval of the Board of Directors. In adopting, amending or repealing a bylaw the shareholders may expressly provide that the Board of Directors may not adopt, amend or repeal that bylaw. The power of the Board of Directors is subordinate to the power of the shareholders to adopt, amend, or repeal bylaws.

11. **Cumulative Voting**

In an election for Directors, the maximum number of votes a shareholder may cast for one Director is equal to the number of voting shares held by the shareholder.

12. **Fiscal Year End**

The fiscal year end of the Corporation is December 31st.

13. **Indemnification of Officers, Directors, Employees and Agents**

The Board of Directors, officers, employees and agents of the Corporation will be indemnified and held harmless by the Corporation and its shareholders from and against any and all claims of any nature, whatsoever, arising out of the individual's participation in the affairs of the Corporation. The Board of Directors, officers, employees and agents of the Corporation will not be entitled to indemnification under this section for liability arising out of gross negligence or willful misconduct of the individual or the breach by the individual of any provisions of this Agreement.

14. **Limitation of Liability**

The Board of Directors and officers of the Corporation will not be personally liable to the Corporation or its shareholders for any mistake or error in judgment or for any act or omission believed in good faith to be within the scope of authority conferred or implied by the Articles of Incorporation or by the Corporation. The Board of Directors and officers will be liable for any expenses or damages incurred by the Corporation or its shareholders resulting from any and all acts or omissions involving fraud or intentional wrongdoing.

15. **Effective Date of Filing**

This document is to become effective no later than ninety (90) days from the date of filing by the secretary of state. The delayed effective date is August 31, 2015.

16. **Consent of Appointment by Registered Agent**

Having been named as Registered Agent to accept service of process for the above named corporation at the place designated in this Articles of Incorporation, I am familiar with and accept the obligations of the appointment as Registered Agent and agree to act in this capacity.

Consenting Agent's Signature:

Printed Name:

Date:

Marien Hurter
Marien Hurter
June 24, 2015

17. **Incorporator**

The name and address of the incorporator of Banana Racing International Corp. is set out below.

Name	Address	City	State	Zip Code

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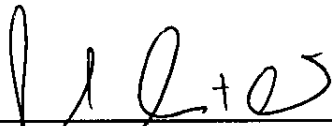
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Marlen Hurter	1846 1st St SW	Vero Beach	Florida	32962
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18. **Execution**

I, the undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, do make, file and record this document, and do certify that the facts stated in this document are true, and I have accordingly set my hand to this document this 24 day of June, A.D. 2015.

BY:



Marlen Hurter (Incorporator)

19. **Filer Contact Information**

In case of filing difficulties, please contact:

Name of Filer: Marlen Hurter (Incorporator)

Telephone Number: +11 41 79 504 04 55

Address: 1846 1st St SW, Vero Beach, Florida, 32962

E-mail Address: marlen.hurter@aol.com

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15 JUN 29 PM 2:43
CLERK OF DISTRICT COURT
JANICE M. WHITE