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(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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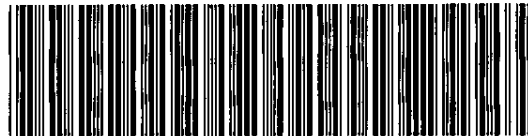
(Business Entity Name)

(Document Number)

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155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 12-16-16

NAME: WINE COUNTRY MOTOR SPORTS, INC

TYPE OF FILING: CONVERSION/ARTICLES OF INCORPORATION

COST: 122.50

RETURN: GOOD STANDING & CERTIFIED COPY

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Charter Section
Division of Corporations

SUBJECT: Wine County Motor Sports, Inc

Name of Resulting Florida Profit Corporation

The enclosed Certificate of Conversion, Articles of Incorporation, and fees are submitted to convert an "Other Business Entity" into a "Florida Profit Corporation" in accordance with s. 607.1115, F.S.

Please return all correspondence concerning this matter to:

D. David Lipsky

Contact Person

Wine Country Motor Sports

Firm/Company

1003 Jupiter Park Lane Suite 4

Address

Jupiter, FL 33458

City, State and Zip Code

dlipsky@winecountrymotorsports.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Charles E. Harris

at (707) 938-3654

Name of Contact Person

Area Code and Daytime Telephone Number

Enclosed is a check for the following amount:

- ☐ \$105.00 Filing Fees ☐ \$113.75 Filing Fees and Certificate of Status ☐ \$113.75 Filing Fees and Certified Copy ☒ \$122.50 Filing Fees, Certified Copy, and Certificate of Status

STREET ADDRESS:

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

MAILING ADDRESS:

New Filings Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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Certificate of Conversion
For
"Other Business Entity"
Into
Florida Profit Corporation

FILED

2016 DEC 16 PM 3:16

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Certificate of Conversion **and attached Articles of Incorporation** are submitted to convert the following **"Other Business Entity"** into a **Florida Profit Corporation** in accordance with s. 607.1115, Florida Statutes.

1. The name of the "Other Business Entity" immediately prior to the filing of this Certificate of Conversion is:

Wine Country Motor Sports, LLC

Enter Name of Other Business Entity L 07000125917

2. The "Other Business Entity" is a Limited Liability Company

(Enter entity type. Example: limited liability company, limited partnership,
general partnership, common law or business trust, etc.)

first organized, formed or incorporated under the laws of Florida
(Enter state, or if a non-U.S. entity, the name of the country)

on December 19, 2007

Enter date "Other Business Entity" was first organized, formed or incorporated

3. If the jurisdiction of the "Other Business Entity" was changed, the state or country under the laws of which it is now organized, formed or incorporated:

N/A

4. The name of the Florida Profit Corporation as set forth in the **attached Articles of Incorporation**:

WINE COUNTRY MOTOR SPORTS, INC

Enter Name of Florida Profit Corporation

5. If not effective on the date of filing, enter the effective date: 1/1/2017

(The effective date: 1) cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State; **AND** 2) must be the same as the effective date listed in the attached Articles of Incorporation, if an effective date is listed therein.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Signed this 14 day of December, 2016.

Required Signature for Florida Profit Corporation:

Signature of Chairman, Vice Chairman, Director, Officer, or, if Directors or Officers have not been selected, an Incorporator: D. David Lipsky
Printed Name: D. David Lipsky Title: Incorporator

Required Signature(s) on behalf of Other Business Entity: [See below for required signature(s).]

Signature: D. David Lipsky
Printed Name: D. David Lipsky Title: Manager

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

Signature: _____

Printed Name: _____ Title: _____

If Florida General Partnership or Limited Liability Partnership:

Signature of one General Partner.

If Florida Limited Partnership or Limited Liability Limited Partnership:

Signatures of ALL General Partners.

If Florida Limited Liability Company:

Signature of a Member or Authorized Representative.

All others:

Signature of an authorized person.

Fees:

Certificate of Conversion:	\$35.00
Fees for Florida Articles of Incorporation:	\$70.00
Certified Copy:	\$8.75 (Optional)
Certificate of Status:	\$8.75 (Optional)

FILED

**ARTICLES OF INCORPORATION
With Statement of Conversion
of
WINE COUNTRY MOTOR SPORTS, INC.**

2016 DEC 16 PM 3:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I NAME

The name of this Corporation is Wine Country Motor Sports, Inc.

II BUSINESS AND MAILING ADDRESS

The business and mailing address of the corporation is 1003 Jupiter Park Lane, Suite 4
Jupiter, Florida 33458

III PURPOSE

The purpose of this Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of Florida other than the banking business, the trust company business or the practice of a profession permitted to be incorporated by the California Corporations Code.

IV COMMON SHARES

This corporation is authorized to issue only one class of shares of stock; and the total number of shares which this Corporation is authorized to issue is ONE HUNDRED THOUSAND (100,000) SHARES.

V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: D. David Lipsky, Director, President, Treasurer, Secretary

Address: 1003 Jupiter Park Lane, Suite 4 Jupiter, Florida 33458

VI EFFECTIVE DATE

The conversion to this corporation shall be effective as of January 1, 2017

VII AGENT FOR SERVICE OF PROCESS

The name and address in the State of Florida of this corporation's agent for service of process is D. David Lipsky, 1003 Jupiter Park Lane, Suite 4 Jupiter, Florida 33458.

VIII INCORPORATOR

The name and address of the incorporator is D. David Lipsky, 1003 Jupiter Park Lane, Suite 4 Jupiter, Florida 33458.

IX STATEMENT OF CONVERSION

The name of the converting Florida limited liability company is WINE COUNTRY MOTOR SPORTS, LLC. The principal terms of the plan of conversion were approved by a vote of the member, which equaled or exceeded the vote required under Florida Statute § 607.1115(8). There is one class of members entitled to vote and the percentage vote required is a majority in interest of the members. The limited liability company is converting into a Florida stock corporation.

X LIABILITY OF DIRECTORS

The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under Florida law.

X INDEMNIFICATION OF AGENTS

This corporation is authorized to provide indemnification of agents (as defined in Florida Statute section 607.0850) through bylaw provisions, agreements with the agents, vote of shareholders or disinterested directors, or otherwise in excess of the indemnification

otherwise permitted by Florida Statute section 607.0850, subject only to applicable limits set forth in Florida Statute section 607.0850(7).

.....


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.

Date: December 14, 2016


D. David Lipsky, Registered Agent

I submit the document and affirm that the facts stated herein are true. I am aware any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Florida Statute section 817.155

Date: December 14, 2016


D. David Lipsky, Incorporator

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TALLAHASSEE, FLORIDA