

P17000028975

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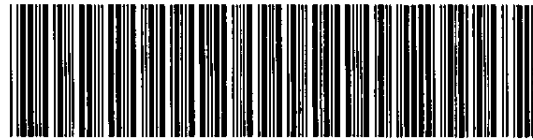
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
17 MAR 31 PM 12:09
CLERK OF STATE
TALLAHASSEE, FLORIDA

W17-024665

h 03/31/17

Thomas Chang:

Subject: Tropical Racing INC.

Ref Number: W17000024665

I would like to form Tropical Racing INC. which is the same name as Tropical Racing LLC Document number L16000126918. I am fully aware of the similar names.

Thank you in advance.

If you need anything else from me please contact me at: 561-513-8767

Thanks,



Troy Levy

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17 MAR 31 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 22, 2017

TROY LEVY
5994 CORAL RIDGE DR., #206
CORAL SPRINGS, FL 33076

SUBJECT: TROPICAL RACING, INC.
Ref. Number: W17000024665

We have received your document for TROPICAL RACING, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name designated in your document is unavailable since it is the same as, or it is not distinguishable from the name of an existing entity.

Please select a new name and make the correction in all appropriate places. One or more major words may be added to make the name distinguishable from the one presently on file.

The document number of the name conflict is L16000126918.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6052.

Thomas Chang
Regulatory Specialist II
New Filing Section

Letter Number: 717A00005515

COVER LETTER

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

SUBJECT: Tropical Racing Inc
(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 Filing Fee
☐ \$78.75 Filing Fee
& Certificate of Status

☐ \$78.75 Filing Fee
& Certified Copy
☒ \$87.50 Filing Fee,
Certified Copy
& Certificate of
Status
ADDITIONAL COPY REQUIRED

FROM: Troy Levy
Name (Printed or typed)
5944 Coral Ridge Dr. #206
Address
Coral Springs, FL 33076
City, State & Zip
561-513-8767
Daytime Telephone number
Troy@TropicalRacing.com
E-mail address: (to be used for future annual report notification)

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

FILED
17 MAR 31 PM 12:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

Pursuant to the provisions of section 607, Florida Statutes, this Florida Profit Corporation adopts the following Articles of Incorporation:

ARTICLE I: NAME. The name of the corporation shall be Tropical Racing, Inc.

ARTICLE II: PRINCIPAL OFFICE:

5944 Coral Ridge Drive, Suite 206
Coral Springs, Florida 33076

ARTICLE III: PURPOSE. The purpose for which the Corporation is organized is the transaction of any and all lawful activities for which corporations may be incorporated under the laws of the State of Florida, as the same may be amended from time to time.

ARTICLE IV: CAPITAL STOCK. The aggregate number of shares of capital stock that the Corporation shall be authorized to issue is Nine Hundred and One Million (901,000,000) shares which shall consist of the following:

(a) **COMMON STOCK.** The authorized Common Stock of the Corporation shall be One Hundred Million (100,000,000) shares of Common Stock Class A with a par value of \$.0001 per share; and 10,000,000 shares of Common Stock Class B with a par value of \$.0001 per share. The holders of the Class A Common Stock shall be entitled to one vote for each share held by them of record on the books of the Corporation. The holders of the Class B Common Stock shall be entitled to ten votes for each share held by them of record on the books of the Corporation. Such shares of Common Stock may be issued by the Corporation from time to time for such consideration greater than or equal to par value as may be fixed from time to time by the Board of Directors. Each share of Common Stock, Series B is convertible into one share of Common Stock, Series A of the Corporation.

(b) **PREFERRED STOCK.** The authorized preferred stock of the Corporation shall be Ten Million (10,000,000) shares of preferred stock with a par value of \$.0001 per share. Subject to the terms and provisions of this Article, the Board of Directors of the Corporation is authorized to provide, from time to time, for the issuance of shares of preferred stock in series and to fix from time to time before issuance the designation, preferences, privileges and voting powers of the shares of each series of preferred stock and the restrictions or qualifications thereof, including, without limiting the generality of the foregoing, the following:

(1) The voting rights, if any, of the holders;

(2) The terms and conditions, if any, on which shares may be converted at the election of holders thereof into shares of common stock of the Corporation.

(c) **PAYMENT FOR STOCK.** The capital stock, after the amount of the subscription price or par value has been paid in, shall not be subject to assessment to pay the debts of the corporation

ARTICLE V: INITIAL OFFICERS AND DIRECTORS:

Troy Levy, President and Director
5944 Coral Ridge Drive, Suite 206
Coral Springs, Florida 33076

Charles Simon, Treasurer and Secretary and Director
5944 Coral Ridge Drive, Suite 206
Coral Springs, Florida 33076

ARTICLE VI: REGISTERED AGENT: The name and Florida street address of the Registered Agent is:

Don A. Paradiso, Esq.
2400 N.E. 9th Street, Suite 204
Fort Lauderdale, Florida 33304

ARTICLE VII: INCORPORATOR: The name and address of the Incorporator is:

Troy Levy
5944 Coral Ridge Drive, Suite 206
Coral Springs, Florida 33076

ARTICLE VIII: AMENDMENT OF ARTICLES OF INCORPORATION. The Corporation reserves the right to amend, alter, change or repeal any provision contained in the Articles of Incorporation, in the manner now or hereafter prescribed by statute, or by Articles of Amendment, and all rights conferred upon stockholders herein are granted subject to this reservation.

ARTICLE IX: EFFECTIVE DATE:

The effective date is the date of filing of these Articles.

ARTICLE X: ELIMINATION OF DIRECTOR AND OFFICER LIABILITY. No director or officer of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director or officer; provided, however, that nothing contained herein shall eliminate or limit the liability of a director or officer of the Corporation to the fullest extent provided by applicable laws for acts or omissions which involve intentional misconduct, fraud or knowing violation of law. The limitation of liability provided herein shall continue after a director or officer has ceased to occupy such position as to acts or omissions occurring during such director's or officer's term or terms of office.


ARTICLE XI: INDEMNIFICATION. To the fullest extent permitted by Florida law, the Corporation shall indemnify and pay the expenses of any person who is or was made, or threatened to be made, a party to an action or proceeding (whether civil, criminal, administrative or investigative) by reason of the fact that such person is or was a director, officer, employee, trustee or agent of or for the Corporation or is or was serving at the request or with the prior approval of the Corporation as a director, officer, employee, trustee or agent of another corporation, trust or enterprise, against any liability asserted against such person and incurred by such person in any capacity arising out of that person's status as such, whether or not the Corporation would have the power to indemnify that person against such liability under the provisions of the Bylaws of the Corporation. Further, the Corporation will pay the expenses of such persons as they are

incurred in advance of the final disposition of the action or proceeding, upon the receipt of an undertaking by or on behalf of such person to repay the amount if it is ultimately determined by a court of competent jurisdiction that such person is not entitled to be indemnified by the Corporation.

ADOPTION OF ARTICLES

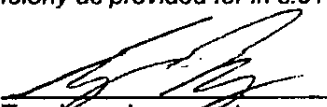
The amendments were adopted by the board of directors without shareholder action and shareholder action was not required.

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.


Don A. Paradiso, Esq. Registered Agent

3-17-17
Date

I submit this document and affirm that the facts stated herein are true. I am aware that 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.


Troy Levy, Incorporator

3-17-17
Date

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SECRETARY OF STATE
TALLAHASSEE FLORIDA