

P95000018727

PEEK & PEEK
ATTORNEYS AT LAW

222 GOVERNMENT STREET P.O. Box 147
VALPARAISO FLORIDA 32580
PHONE (904) 678-1178

HAROLD P. PEEK JR.
SAMUEL M. PEEK

March 3, 1995

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

000001421940
FD-306/95--01000--011
*****70.00 *****70.00

RE: EMERALD COAST PERFORMANCE, INC.

Dear Sir or Madam:

Please file the enclosed Articles of Incorporation. I have submitted the \$70.00 filing fee. If you have any questions, please call. I am,

Sincerely Yours,



SAMUEL M. PEEK

SMP:jbm
Enclosures

FILED
95 MAR -6 AM 11:20
DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

be 3/8

ARTICLES OF INCORPORATION
OF
EMERALD COAST PERFORMANCE, INC.

FILED
95 MAR -6 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a Corporation under the Florida Corporation Act, do hereby adopt the following Articles of Incorporation:

ARTICLE - NAME

The name of the Corporation is, EMERALD COAST PERFORMANCE, INC.

ARTICLE II - DURATION

The duration of the corporation is for an indefinite period of time (i.e. perpetual).

ARTICLE III - PURPOSE

The general purposes for which the Corporation is organized are:

1. To engage in the business of manufacturing racing vehicles.
2. To transact any other lawful business for which Corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business.
3. To do such other things as are incidental to the foregoing or necessary or desireable in order to accomplish the foregoing.

ARTICLE IV - CAPITAL STOCKS

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is One Thousand (1,000) share of common stock having a par value of One Dollar (\$1.00) per share, which such stock shall have the entire voting power of the Corporation. Stock shall be issued under Section §1244 of the Internal Revenue Code.

ARTICLE V - PRINCIPLE OFFICE AND MAILING ADDRESS INITIAL REGISTERED OFFICE & AGENT

The street address of the initial registered office of this Corporation is 705 W. John Sims Parkway, Suite A, Niceville, Florida 32578. The initial registered agent shall be EDWARD T. JOHNSON, 705 W. John Sims Parkway, Suite A, Niceville, Florida 32578. The principle office and mailing address for the Corporation is, 705 W. John Sims Parkway, Suite A, Niceville, Florida 32578.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The number of Directors constituting the initial Board of Directors of the Corporation is one (1). The name and address of each person who is to serve as a member of the initial Board of Directors are:

EDWARD T. JOHNSON

705 W. John Sims Parkway
Suite A
Niceville, Florida 32578

ARTICLE VII - INCORPORATORS

EDWARD T. JOHNSON

705 W. John Sims Parkway
Suite A
Niceville, Florida 32578

ARTICLE VIII - VOTING RIGHTS

Except as otherwise provided by law, the entire voting power for the election of directors and for all other purposes shall be vested exclusively in the holders of the outstanding common shares.

ARTICLE IX - PREEMPTIVE RIGHTS

Every shareholder upon the sale for cash of any new stock of this Corporation of the same kind, class or series as that which he already holds, shall have the right to purchase his prorata share thereof (as nearly as may be done without issuance of fractional shares) at the price at which it is offered to others, in such manner that he will own the same percentage interest of the Corporation after the new offering as he had before the stock issuance.

ARTICLE X - BY-LAWS

The power to adopt, alter, amend or repeal By-Laws shall be vested in the Board of Directors.

ARTICLE XI - STOCK ISSUANCE

Shares of capital stock of this Corporation shall be issued initially to the following persons and in the amount set opposite their names:

EDWARD T. JOHNSON
100 Shares

705 W. John Sims Parkway
Suite A
Niceville, Florida 32578

ARTICLE XII - CALLING OF SPECIAL MEETINGS

Special meetings of the shareholders may be called by a majority of the shareholders.

ARTICLE XIII - SHAREHOLDERS QUORUM & VOTING

Fifty-one percent (51%) of the shares entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of shareholders. If a quorum is present, the affirmative vote of at least fifty-one percent (51%) of the share represented at the meeting and entitled to vote on the subject matter shall be the act of the shareholders.

ARTICLE XIV - APPROVAL OF SHAREHOLDERS REQUIRED FOR MERGER

The approval of the shareholders of this Corporation to any plan of merger shall be required in every case, whether or not such approval is required by law.

ARTICLE XV - SHAREHOLDERS MEETING REQUIRED

Any action of the shareholders of this Corporation must be taken at a meeting of shareholders of this Corporation duly called as provided by law.

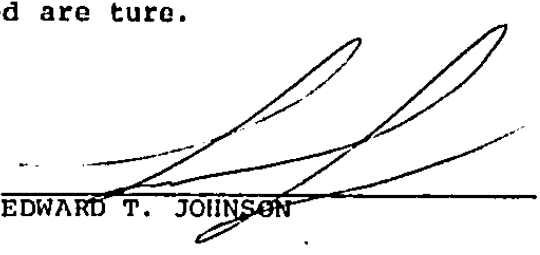
ARTICLE XVI - POWERS

This Corporation shall have all of the corporate powers enumerated in the Florida General Corporation Act.

ARTICLE XVII - AMENDMENT


These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by vote of at least fifty-one percent (51%) of the stock entitled to vote thereon. Any action of the shareholders taken without a meeting or consent in writing setting forth the action so taken, shall be signed by all persons who would be entitled to vote upon such action at a meeting filed with the Secretary of the Corporation as part of the Corporate Records.

IN WITNESS WHEREOF, I, the undersigned being the original subscriber to the capital stock hereinbefore named, have hereunto set my hand and seal this 3rd day of March, 1995, for the purposes of forming this Corporation to do business both within and without the State the Florida and pursuant to the Corporation Law of the State of Florida, to make and file in the office of the Secretary of State, these Articles of Incorporation and certify that the facts herein stated are true.


EDWARD T. JOHNSON

STATE OF FLORIDA
COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority personally appeared,
EDWARD T. JOHNSON, who is personally known to me or who has
produced Personally Known, as identification, and upon his
oath acknowledged that he executed the foregoing Articles of
Incorporation for the purposes set forth therein on the 3rd day
of March, 1995.


NOTARY PUBLIC, SAMUEL N. PEEK
My Commission Expires:



OFFICIAL SEAL
Jacqueline B. Moriarty
My Commission Expires
Aug. 25, 1996
Comm. No. CC 223532

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE
SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM
PROCESS MAY BE SERVED

In pursuant of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act,

That EMERALD COAST PERFORMANCE, INC. desiring to organize under the laws of the State of Florida, with its principal office as indicated in the Articles of Incorporation. at the City of Niceville, County of Okaloosa, State of Florida, have named EDWARD T. JOHNSON, of 705 W. John Sims Parkway, Suite A, Niceville, Florida 32578 as the agent of Service of Process within the State of Florida.

Having been named 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 keeping open said office.

BY: 
EDWARD T. JOHNSON

FILED
95 MAR -6 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P 95000018727



SAMUEL M. PEEK
ATTORNEY AT LAW

222 GOVERNMENT ST., SUITE D
NICEVILLE, FLORIDA 32578

TELEPHONE: (904) 678-1179
FAX: (904) 678-0815

Office Use Only

NUMBER(S), (if known):

1. _____ (Corporation Name) _____ (Document #)
2. _____ (Corporation Name) _____ (Document #)
3. _____ (Corporation Name) _____ (Document #)
4. _____ (Corporation Name) _____ (Document #)

FILED
\$1 AUG 28 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

- ☐ Walk in ☐ Pick up time _____ ☐ Certified Copy
☐ Mail out ☐ Will wait ☐ Photocopy ☐ Certificate of Status

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

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OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

NC
KPD 8/29



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

July 30, 1997

SAMUEL M. PEEK, ESQ.
222 GOVERNMENT ST.
SUITE D
NICEVILLE, FL 32578

SUBJECT: EMERALD COAST PERFORMANCE, INC.
Ref. Number: P9500018727

We have received your document for EMERALD COAST PERFORMANCE, INC. and your check(s) totaling \$35.00. 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 administratively dissolved/revoked entity. Names of administratively dissolved/revoked entities are not available for one year from the date of administrative dissolution/revocation unless the dissolved/revoked entity provides the Department of State with a notarized affidavit stating that they have no intention of reinstating, therefore, releasing the name for use to another entity.

Simply adding "of Florida" or "Florida" to the end of a name is not acceptable.

Please return 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) 487-6880.

Karen Gibson
Corporate Specialist

Letter Number: 897A00038823

PEEK & WENTZ

Attorneys at Law
222 Government Street, Suite D
Niceville, Florida 32578

SAMUEL M. PEEK
AARON B. WENTZ

Telephone : (850)678-1178
Fax : (850)678-8815

August 25, 1997

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

Dear Sir or Madam:

I am resubmitting our Articles of Amendment. It is my understanding that the name of Emerald Coast Development, Inc. is now available as of August 23, 1997. I am,

Sincerely Yours,



Samuel M. Peek

SMP:pc
Enclosure

RECEIVED
97 AUG 28 AM 9:53
DIVISION OF CORPORATIONS

**ARTICLES OF AMENDMENT
TO
ARTICLES OF INCORPORATION
OF**

EMERALD COAST PERFORMANCE, INC.

Pursuant to the provisions of section 607.1006, Florida Statutes, this Florida profit corporation adopts the following articles of amendments to its articles of incorporation.

FILED
91 AUG 28 AM 10:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: Amendments adopted:

Article I- NAME is amended to say:

The name of the Corporation is, Emerald Coast Development, Inc.

Article III- PURPOSE is amended to say:

The general purposes for which the corporation is organized are:

1. To engage in the business of real estate development.
2. To transact any other lawful business for which corporations may be incorporated under the Florida General Corporation Act or engage in any other trade or business which can in the opinion of the Board of Directors of the Corporation be advantageously carried on in connection with or auxiliary to the foregoing business
3. To do such other things as are incidental to the foregoing or necessary or desirable in order to accomplish the foregoing.

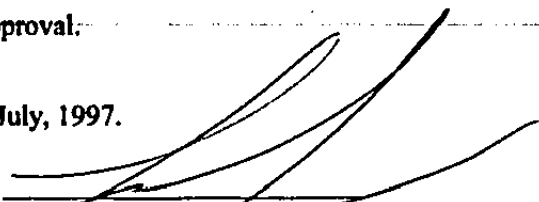
SECOND: The dates of each amendment's adoption:

These amendments are adopted July 21, 1997.

THIRD: Adoption of Amendments:

The amendments were approved by the shareholders. The number of votes cast for the amendments were sufficient for approval.

Signed this 21st day of July, 1997.


Edward T. Johnson
President, Director,
Sole Shareholder

STATE OF FLORIDA

COUNTY OF OKALOOSA

BEFORE ME, the undersigned authority personally appeared, EDWARD T. JOHNSON, who ~~is personally known~~ to me or who has produced N/A, as identification, and upon his oath acknowledged that he executed the foregoing Articles of Amendment to Articles of Incorporation for the purposes set therein on the 21st day of July, 1997.


NOTARY PUBLIC,
My Commission Expires:



SAMUEL M. PEEK
COMMISSION # CC 411347
EXPIRES OCT 23, 1998
BONDED THRU
ATLANTIC BONDING CO., INC.