

# P95000069775

## TRANSMITTAL LETTER

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

7000001579077  
-09/07795--01016--004  
\*\*\*\*131.25 \*\*\*\*131.25

SUBJECT: ROLLING THUNDER CYCLE SUPPLY, INC.  
(Proposed corporate name - must include suffix)

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

☐ \$70.00  
Filing Fee

☐ \$78.75  
Filing Fee  
& Certificate

☐ \$122.50  
Filing Fee  
& Certified Copy

☒ \$131.25  
Filing Fee,  
Certified Copy  
& Certificate

Additional Copy Required

FROM: DANIEL E. ROBERTS  
Name (printed or typed)

150 NORTH U.S. HIGHWAY 1, SUITE 2  
Address

Tequesta, Florida 33469  
City, State & Zip

407/743-2912  
Daytime Telephone number

FILED  
09 SEP -6 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

SN SEP 11 1995

Talked w/ Patricia L. Langmaack.  
The RA office add 150 N. U.S. Hwy. 1, Ste 200.

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



FLORIDA DEPARTMENT OF STATE  
Sandra B. Mortham  
Secretary of State

August 23, 1995

TRISH LANGMAACK  
6174-4 RIVERWALK LANE  
JUPITER, FL 33458

The name ROLLING THUNDER CYCLE SUPPLY, INC. has been reserved for 120 days beginning August 23, 1995. The reservation number is R95000003810 and this reservation is **NONRENEWABLE**.

A reservation is not a grant of authority to use the name. It is only a withholding of a name from its availability for use by another. When the proposed document is submitted, the name will **AGAIN** be checked against the records of the Division and if still no conflict exists and all other requirements are fulfilled, the reserved name shall be filed as the entity name.

The Division of Corporations is a ministerial filing office and may not render any legal advice. The Division does not adjudicate the legality of any corporate name or arbitrate disputes between entities. You may wish to review other laws such as common law rights, including rights to a trade name; United States Code, Federal Trademark Act, Section 1051 (Lanham Act); Chapter 495, Florida Statutes, Registration of Trademarks and Service Marks (Florida Trademark Act); and Section 865.09, Florida Statutes (Fictitious Name Act).

If someone else submits the document for filing, it must have a copy of this letter attached.

Should you have any questions regarding this matter, please telephone (904) 488-9000, the Name Availability Section

Neysa Culligan

Letter number: 695A00039421

**ARTICLES OF INCORPORATION  
OF  
ROLLING THUNDER CYCLE SUPPLY, INC.**

**FILED**  
25 SEP -6 PM 3:20  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**THE UNDERSIGNED** incorporators, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be:

**ROLLING THUNDER CYCLE SUPPLY, INC.**

**ARTICLE II - DURATION**

The corporation shall have perpetual existence.

**ARTICLE III - PURPOSE**

This corporation is organized for the following purposes:

- A. The sale of motorcycles, parts, equipment, service and other related acts to carry out same.
- B. To own property, enter into contracts, and to carry on any business necessary or incidental to the accomplishment or furtherance of the purposes or objects of this corporation.

**ARTICLE IV - STOCK**

The aggregate number of shares which this corporation shall have the authority to issue is 10,000 of Class A common voting stock at \$1.00 par value per share. Fully paid stock of this corporation shall not be liable to any further call or assessment. The sum of the par value of all shares of capital stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time. To the extent of the par value of such shares, and the excess, if any, of consideration received for such shares, same shall constitute capital surplus.

**ARTICLE V - SEVERANCE AND TERMINATION OF EMPLOYMENT**

If any officer, director, shareholder, agent or employee of this corporation becomes legally disqualified to render the services for which the corporation is organized, or accepts employment and places restrictions

or limitations on their continued rendering of such professional services, they shall forthwith sever all employment with the corporation, and shall not thereafter participate or share, directly or indirectly, in any earnings or profits realized by the corporation on account of such services. The corporation shall forthwith, upon such disqualification of any shareholder, purchase such shareholders shares and pay shareholder all amounts owing and lawfully due to them by the corporation, except that such shares shall not be entitled to dividends.

#### **ARTICLE VI - INDEMNIFICATION**

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

#### **ARTICLE VII - AMENDMENT**

These Articles of incorporation may be amended, altered, changed, or repealed by the affirmative vote of a majority of the stock issued and outstanding, at a Shareholders meeting called for that purpose.

#### **ARTICLE VIII - SHAREHOLDER RIGHTS**

Shareholders of the corporation shall have pre-emptive rights to acquire their pro rata share of stock of the corporation for all issues of any class of stock of the corporation, no matter when authorized, and for whatever consideration is contemplated to be received by the corporation, including but not limited to cash, other property, services, the acquisition of other corporations' shares or property through merger or the extinguishment of debts. Pre-emptive rights shall also apply to the reissuance of all redeemed or otherwise acquired shares, including the reissuance of treasury shares.

This article pertaining to pre-emptive rights may not be amended or deleted without the unanimous vote of the Shareholders of each affected class, and no issuance of stock of the corporation shall take place unless the price at which the stock is to be issued shall be approved by a majority of the Shareholders of the corporation.

#### **ARTICLE IX - INITIAL OFFICE AND AGENT**

The name and address of the initial registered agent is:

Daniel E. Roberts

150 N. U.S. Hwy. 1, Ste. 2, Tequesta, FL33469

The street address of this corporation's principal place of business is:

150 North U.S. Highway 1  
Suite 2  
Tequesta, FL. 33469

#### **ARTICLE X - DIRECTORS**

The number of Directors constituting the initial Board of Directors of this corporation is two (2). The names and addresses of the persons to serve as Directors until the first annual meeting of the Shareholders, or until their successor is elected and qualify, is:

<u>Name</u>	<u>Address</u>
Daniel E. Roberts	150 North U.S. Highway 1 Suite 2 Tequesta, Florida 33469
Patricia L. Langmaack	150 North U.S. Highway 1 Suite 2 Tequesta, Florida 33469

#### **ARTICLE XI - INCORPORATORS**

The names and addresses of the incorporators are:

<u>Name</u>	<u>Address</u>
Daniel E. Roberts	12495 144th Place North Palm Beach Gardens, Florida 33418
Patricia L. Langmaack	6174-4 Riverwalk Lane Jupiter, Florida 33458

#### **ARTICLE XII - DISSOLUTION**

The corporation may be dissolved at any time (1) by unanimous written consent of the shareholders; or (2) on the affirmative vote of the holders of at least one hundred percent (100%) of the outstanding shares of the corporation entitled to vote thereon. On dissolution, the corporate property and assets shall, after

payment of all debts of the corporation, be distributed to the shareholders pro rata, each shareholder to participate in the distribution in direct proportion to the number of shares held by him.

#### **ARTICLE XIII - BY LAWS**

The By-Laws of the corporation shall be initially adopted by the Shareholders, and may be changed or repealed by the affirmative vote of a majority of the Shareholders at any meeting thereof.


#### **ARTICLE XIV - COMMON DIRECTORS AND TRANSACTIONS BETWEEN CORPORATIONS**

No contract or other transaction between this corporation and one or more of ITS directors or any other corporation, firm, association or entity in which one or more of its Directors are directors or officers or are financially interested, shall either be void or voidable because of such relationship or interest if: (a) the fact of such relationship or interest is disclosed or known to the Board of Directors or committee which authorizes, approves or ratifies the contract transaction by vote or consent sufficient for the purpose without counting the votes or consents of such interested Director; or (b) the fact of such relationship or interest is disclosed or known to the Shareholders entitled to vote and they authorize, approve or ratify such contract or transaction by vote or written consent; or (c) the contract is fair and reasonable to the corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee thereof which authorizes, approves or ratifies such contract or transactions.

Dated this 30th day of August, 1995.

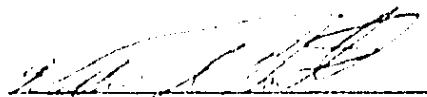
  
Daniel E. Roberts, Incorporator

  
Patricia L. Langmaack, Incorporator

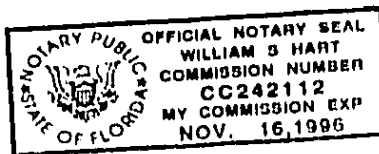
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing, Articles of Incorporation were acknowledged before me this 30th day of August, 1995 by Daniel E. Roberts and Patricia J. Langmaack.

State of Florida  
County of Palm Beach  
on the 30th day of Sept, 1995  
the above personally appeared  
before me.



NOTARY PUBLIC  
State of Florida at Large:  
My Commission Expires:



**CERTIFICATE OF DESIGNATION OF  
REGISTERED AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 607.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: ROLLING THUNDER CYCLE SUPPLY, INC.

2. The name and address of the registered agent and office is:

DANIEL E. ROBERTS  
(NAME)

150 N. U.S. Hwy. 1, Ste. 2  
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Tallahassee, FL 32309  
(CITY/STATE/ZIP)

*Having been named as registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.*

  
(SIGNATURE)

8/30/95  
(DATE)

DIVISION OF CORPORATIONS, P. O. BOX 6327, TALLAHASSEE, FL 32314

FILED  
SEP - 6 PM 20  
TALLAHASSEE, FLORIDA