

P96000049551

Charles F. Stark  
1231 W. 13th Street  
Riviera Beach, FL 33404  
(407) 881-5315

FILED  
JUN 11 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

May 13, 1996

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

800001827118  
-05/17/96--01081--021  
\*\*\*\*122.50 \*\*\*\*122.50

Re: **PALM BEACH RACING, INC.**  
**Proposed Corporation**

Dear Sirs:

Enclosed is the originally-executed Articles of Incorporation, together with one copy thereof, with regard to the above proposed corporation. I have also enclosed my check in the amount of \$122.50 for the filing fees.

Please process this at your earliest opportunity and return the copy of the Articles of Incorporation to the above address.

Thank you for your anticipated assistance. Should you have any questions, please do not hesitate to contact me.

Very truly yours,

*Charles F. Stark*  
CHARLES F. STARK

CFS/rrs  
Enclosures

W96-11035

AL JUN 11 1996



**FLORIDA DEPARTMENT OF STATE**  
**Sandra B. Mortham**  
Secretary of State

May 23, 1996

**CHARLES F. STARK**  
**1231 W. 13TH STREET**  
**RIVIERA BEACH, FL 33404**

**SUBJECT: PALM BEACH RACING, INC.**  
**Ref. Number: W96000011035**

We have received your document for PALM BEACH RACING, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

The registered agent and registered office listed in your articles of incorporation must be consistent throughout the document.

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 (904) 487-6928.

**Agnes Lunt**  
**Corporate Specialist**

**Letter Number: 996A00025847**

Charles F. Stark  
1231 W. 13th Street  
Riviera Beach, FL 33404  
(407) 881-5315

June 5, 1996

Division of Corporations  
Secretary of State  
P.O. Box 6327  
Tallahassee, Florida 32314

Re: **PALM BEACH RACING, INC.**  
**Proposed Corporation**  
**Ref. No. W96000011035**

Dear Sirs:

Enclosed is the originally-executed Articles of Incorporation, together with one copy thereof, with regard to the above proposed corporation, together with a copy of your letter dated May 23, 1996, Letter No. 996A00025847.

I have corrected the document to make the registered agent and registered office consistent throughout the document.

I can be reached at either (407) 881-5315 or by pager (407) 554-6822 should you have any further questions.

Please process this at your earliest opportunity and return the copy of the Articles of Incorporation to the above address.

Thank you for your anticipated assistance.

Very truly yours,



*for.* CHARLES F. STARK

CFS/rrs  
Enclosures

ARTICLES OF INCORPORATION  
OF  
PALM BEACH RACING, INC.

FILED

96 JUN 11 AM 10:55

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

ARTICLE I

NAME

The name of the Corporation shall be PALM BEACH RACING, INC. The principal office and registered office is located at 3610 Fiscal Court, Riviera Beach, FL 33404.

ARTICLE II

NATURE OF BUSINESS

This Corporation, subject to any specific written limitations imposed by the laws of the State of Florida, or by these Articles of Incorporation, and solely in furtherance of the purposes set forth in these Articles of Incorporation, shall be to primarily operate and maintain a Busch Grand National race team, and to have and exercise all of the powers and purposes specified and allowable under the laws of the State of Florida.

The general nature of business to be transacted by the Corporation and its objects and powers shall be as follows:

To do everything necessary, proper, advisable or convenient for the accomplishment of any of the objects or the furtherance of any of the powers herein set forth, either alone or associated with others, incidental or pertaining to, or growing out of or connected

with, its business or powers, provided that the same be not inconsistent with the laws of the State of Florida.

Buy, loan money upon, sell, transfer, assign, discount, borrow money upon the pledging as collateral, and otherwise dealing as principal agent or broker in bills of lading, warehouse receipts, evidence of deposit and storage of personal property, bonds, stocks, promissory notes, commercial paper accounts, invoices, choices in action, interest in estates, contracts, mortgages on real or personal property, pledges on personal property, and other indebtedness of persons, firms or corporations, and owning, holding or conveying such real estate as may be necessary in the operation of its business, and purchasing, acquiring, and holding shares of stock in other corporations, domestic and foreign, and doing all things incidental thereto; to do a general brokerage business, to buy, sell and deal in all kinds of listed and unlisted stocks and bonds on commission; to act as agent or factor for any person, firm or corporation; but not for the purpose of carrying on the business of banking, insurance, or the operation of railroads, or the discounting of bills and notes or the buying and sell of bills of exchange.

To manufacture, purchase, or otherwise acquire, and to own, mortgage, pledge, sell, assign, transfer, or otherwise dispose of, and to invest in, trade in, deal in and with, goods, wares, merchandise, real and personal property, and services, of every class, kind and description.

To conduct business in, have one or more offices in, and buy, hold, mortgage, sell, convey, lease, or otherwise dispose of real and personal property, including franchises, patents, copyrights, trademarks and licenses, in the State of Florida and all other states and countries.

To contract debts and borrow money, issue and sell or pledge bonds, debenture, notes and other evidences of indebtedness, and execute such mortgages, transfers or corporate property, or other instruments to secure the payment of corporate indebtedness, as required.

To purchase corporate assets of any other corporation and engage in the same or other character of business.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock of, or any bonds, securities, or other evidence of indebtedness created by any other corporation of the State of Florida, or any other state or government, and while owner of such stock to exercise all the rights, powers and privileges of ownership, including the right to vote such stock.

Nothing herein contained shall be deemed or construed as authorizing or permitting, or purporting to authorize or permit the Corporation to carry on any business, exercise any power, or do any act which the Corporation may not under the laws of the State of Florida, lawfully carry on, exercise or do.

~~The purposes and powers specified in the clauses contained in~~  
the Article are to be construed both as purposes and powers, and

shall, except when otherwise expressed in this Articles, be in no way limited or restricted by reference to or inference from the terms of any other clause of this, or any other Article of this Certificate, but each of the purposes and powers specified in this Article shall be regarded as independent purposes and powers; and the specification herein contained of particular powers is not intended to be, and shall not be held to be, in limitation of the general powers herein contained or in limitation of the powers granted to corporations under the laws of the State of Florida, but it is intended to be, and shall be held to be, in furtherance thereof.

### **ARTICLE III**

#### **CAPITAL STOCK**

The maximum number of shares of stock this Corporation is authorized to have outstanding at any time shall be 600 shares of common stock of the par value of \$1.00 each. The consideration to be paid for each share shall be fixed by the Board of Directors.

### **ARTICLE IV**

#### **INITIAL CAPITAL**

This Corporation shall begin business with a capital of not less than \$600.00.

### **ARTICLE V**

#### **TERMS OF EXISTENCE**

This Corporation shall have perpetual existence.

## ARTICLE VI

### INITIAL REGISTERED AGENT AND OFFICER

The street address of the Registered Agent is 3610 Fiscal Court, Riviera Beach, FL 33404, and the name of the registered agent of this corporation is CHARLES F. STARK.

## ARTICLE VII

### DIRECTORS

The number of Directors constituting the initial Board of Directors shall be no less than one (1) and no more than three (3). The number of Directors may be increased or decreased from time to time in accordance with the Bylaws but shall never be less than one. The majority of the first Board of Directors named below shall have the power to approve and adopt the By-Laws of this Corporation until their successors are elected or appointed.

The qualifications, time and place of elections and term of office of each director shall be provided for in the By-Laws of the Corporation.

The officers of this Corporation shall consist of a President, Secretary, Treasurer, and such officers and agents as may be provided for by the By-Laws of this Corporation, who shall be chosen, serve for such term, and have such duties as may be prescribed by such By-Laws;

The shareholders of this Corporation shall not be entitled to remove any director from office during his term without cause.



## **ARTICLE VIII**

### **DIRECTORS ABSENTEE MEETINGS**

Members of the Board of Directors may participate in meetings of the Board of Directors by means of telephone conferences as provided by law.

The directors of this Corporations may take action by written consent by law.

## **ARTICLE IX**

### **INITIAL BOARD OF DIRECTORS**

The names and address of the members of the first Board of Directors, who, unless otherwise provided by the By-Laws of this Corporation, shall hold office and manage the Corporation for the first year of existence of the Corporation or until their successors are elected or appointed and have qualified, are as follows:

LAWRENCE LEE BUCHAN, 13904 Geranium Place, Wellington Village, FL 33414

J. DAVID CRADDOCK, 3610 Fiscal Court, Riviera Beach, FL 33404

CHARLES F. STARK, 1231 W. 13th Street, Riviera Beach, FL 33404

## **ARTICLE X**

### **INCORPORATOR**

The name and address of each Incorporator is as follows:

LAWRENCE LEE BUCHAN, 13904 Geranium Place, Wellington Village, FL 33414

J. DAVID CRADDOCK, 3610 Fiscal Court, Riviera Beach, FL 33404

CHARLES F. STARK, 1231 W. 13th Street, Riviera Beach, FL 33404

## ARTICLE XI

### PREEMPTIVE RIGHTS

Each Shareholder of the Corporation shall have the right to purchase, subscribe for, or receive a right or rights to purchase or subscribe for, at the price for which it is offered to others, that Shareholder's pro rata portion of the following:

A. Any stock of any class that the Corporation may issue or sell, whether or not exchangeable for any stock of the Corporation of any class or classes, and whether or not of unissued shares authorized by the Articles of Incorporation as originally filed or by any amendment thereof or out of shares of stock of the Corporation acquired by it after the issuance thereof, and whether issued for cash or other consideration; or

B. Any obligation that the Corporation may issue or sell which is convertible into or exchangeable for any stock of the Corporation of any class or classes, or to which is attached or pertinent any warrant or warrants or other instruments conferring on the holder the right to subscribe for or purchase from the Corporation any shares of its stock of any class or classes.

This right shall be deemed waived by any Shareholder who does not exercise it and pay for the shares preempted within thirty (30) days after receipt of written notice from the Corporation stating the price, terms and conditions of the issue of shares and inviting the Shareholder to exercise this preemptive right. This right may also be waived by a written waiver signed by the Shareholder.

## ARTICLE XII

### CUMULATIVE VOTING

At each election for directors every shareholder entitled to vote at such election shall have the right to cumulate his votes by giving one candidate as many votes as the number of directors to be elected at that time multiplied by the number of his shares, or by distributing such votes on the same principal among any number of such candidates.

## ARTICLE XIII

### INTER-COMPANY CONTRACTS

No contract or other transaction between the Corporation and any other corporation, and no act of the Corporation shall be affected in any way or invalidated by the fact that any of the directors of the Corporation are pecuniarily or otherwise in, or are directors or officers of, such other corporation. Any director, individually, or any firm of which any director may be a member, may be a party to, or may be pecuniarily otherwise interested in, any contract or transaction of the Corporation, provided that the fact that he or such firm is so interested shall be disclosed or shall have been known to the Board of Directors or such members thereof as shall be present at any meeting of the Board of Directors at which action upon such contract or transaction shall be taken; and any director of the Corporation who is also a director for officer of such other corporation or who is so interested may be counted in determining the existence of a quorum at any meeting of the Board of Directors which shall

authorize any such contract or transaction, any may vote thereat to authorize any such contract or transaction, with like force and effect as if he were not such director or officer of such other corporation or not so interested.

#### **ARTICLE XIV**

##### **STOCKHOLDERS' AGREEMENT**

The Corporation and its common stockholders, or the stockholders of the Corporation among themselves, may enter into any agreement restricting the transferability, assignment, encumbrance or pledge of the stock of this Corporation, whether voluntarily or involuntarily. Any such agreement may confer upon the Corporation or the stockholders, or both, the option of first refusal or mandatory purchase in the event any stockholder desires to transfer, assign, encumber or pledge, his stock, with or without consideration. Any such agreement may include such restrictions during the lifetime of any stockholders or upon the death or legal incompetence of any stockholder. Nothing contained in these Articles of Incorporation or By-Laws of the Corporation shall be construed as authorizing a transfer of such stock upon the books of the Corporation in violation of such agreement.

#### **ARTICLE XV**

##### **DIVIDENDS**

Dividends may be paid to shareholders out of unreserved capital surplus and unrestricted earned surplus of the Corporation. A director shall not be liable for dividends illegally declared, distributions illegally made to stockholders, or any other action

taken by reliance in good faith upon the financial statements of the Corporation represented to him to be correct by an officer having charge of its books of account or a financial statement certified by a Certified Public Accountant to fairly reflect the financial condition of the Corporation, unless such act shall be determined to be willful or negligent; nor shall he be liable if, in good faith in determining the amount available for dividends or distribution, he considers the assets to be of their book value.

#### **ARTICLE XVI**

##### **INDEMNIFICATION OF DIRECTORS**

The Corporation shall indemnify any director, officer, employee, or agent of the Corporation for all acts, and under all circumstance provided for in Florida Statute 607.0850, and upon determination by the Board of Directors, the Corporation shall provide insurance against loss to the Corporation for such indemnification as provided by such law.

#### **ARTICLE XVII**

##### **DIRECTORS' LIABILITY**

No director shall be held liable or responsible for action taken by the Board of Director acting under the provisions or in the manner authorized by these Articles of Incorporation or the By-Laws. The defense of any legal, equitable or other action, suit or proceeding brought against a director, either individually or as director, because or as a result of any action taken by the Board of Directors, shall be conducted by counsel for the Corporation, unless the action, suit or proceeding is brought by or on behalf of

the Corporation, including but not limited to expenses incurred in the course of attending trials, conferences, depositions, hearings and meetings, shall be paid by the Corporation, and in the event of a judgment or decree being rendered against the director, the Corporation shall indemnify and save him harmless.

#### ARTICLE XVIII

##### REIMBURSEMENT OF DIRECTORS

If any legal, equitable or other action, suit or proceeding brought by or on behalf of the Corporation against a director, either individually or as director, shall result in a judgment, decree or decision in favor of the director the Corporation shall reimburse the director for all costs and expenses of the director in connection with such action, suit or proceeding, including but not limited to reasonable attorney's fees, court costs and expenses incurred in the course of attending trials, conferences, depositions, hearings, meetings and appeals of the disposition of all such actions.

#### ARTICLE XIX

##### AMENDMENTS

These Articles of Incorporation may be amended in the manner provided by law, and may be amended without adoption of a formal meeting if all of the directors and all of the stockholders of the Corporation eligible to vote sign a written statement manifesting their intention that an amendment to the Articles of Incorporation be adopted.

We, the undersigned, being the original incorporators of the foregoing Corporation do hereby certify that the foregoing constitutes the Charter of the above corporation.

WITNESS my hand and seal this 3 day of May, 1996.

Lawrence Lee Buchan  
Lawrence Lee Buchan

J. David Craddock  
J. David Craddock

Charles F. Stark  
Charles F. Stark

STATE OF FLORIDA  
COUNTY OF PALM BEACH

3 The foregoing instrument was acknowledged before me this day of May, 1996, LAWRENCE LEE BUCHAN who is personally known to me or who has produced D.L. as identification and who did not take an oath.

William M. Beger  
Name: \_\_\_\_\_  
Notary Public



William M. Beger  
MY COMMISSION # CC32387 EXPIRES  
October 17, 1997  
BONDED THIRD PARTY FIDELITY INSURANCE, INC.

My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PALM BEACH

3rd The foregoing instrument was acknowledged before me this day of May, 1996, J. DAVID CRADDOCK, who is personally known to me or who has produced N/A as identification and who did not take an oath.

Joyce E. Young  
Name: \_\_\_\_\_  
Notary Public

My Commission Expires:

OFFICIAL NOTARY SEAL  
JOYCE E. YOUNG  
NOTARY PUBLIC STATE OF FLORIDA  
COMMISSION NO. CC481177  
MY COMMISSION EXP. AUG. 16, 1999

STATE OF FLORIDA  
COUNTY OF PALM BEACH

3rd The foregoing instrument was acknowledged before me this  
day of May, 1996, CHARLES F. STARK, who is personally known  
to me or who has produced \_\_\_\_\_ as  
identification and who did not take an oath.

Barbara E. Kulp  
Name: Barbara E. Kulp  
Notary Public

My Commission Expires:



BARBARA E. KULP  
MY COMMISSION # 00410270 EXPIRES  
September 27, 1998

**ACCEPTANCE BY REGISTERED AGENT OF  
CHARLES F. STARK**

The undersigned hereby accepts the appointment as Registered  
Agent of PALM BEACH RACING, INC., which is contained in the  
foregoing Articles of Incorporation.

DATED this 3rd day of May, 1996.

Charles F. Stark  
CHARLES F. STARK  
Registered Agent

FILED  
96 JUN 11 AM 10:55  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA