

TRANSMITTAL LETTER

P 960000 90/55

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

FILED
96 OCT 30 AM 9:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SUBJECT: THUNDER ROAD MOTORCYCLES, 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:

RICHARD E. HICKS
Name (printed or typed)

7887 ELWOOD DRIVE
Address

LAKE WORTH, FL. 33467
City, State & Zip

(561) 988-3290
Daytime Telephone number

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-11/06/96--01081--008
****131.25 ****131.25

F. CHENNER NOV 3 1996

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

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CERTIFICATE OF INCORPORATION
OF
THUNDER ROAD MOTORCYCLES, INC.

The undersigned, hereby make, subscribe and acknowledge this Certificate for the purpose of becoming a Corporation under the Laws of the State of Florida.

ARTICLE I - NAME

NAME. The name of the Corporation shall be:

THUNDER ROAD MOTORCYCLES, INC.

ARTICLE II - PURPOSE

NATURE OF BUSINESS AND PURPOSES. The general nature of the business to be transacted or promoted and the purposes of this Corporation is to conduct any and all business transactions that are within the legal limits of the law.

(2) To sue and be sued and appear and defend in all actions and proceedings in its corporate name to the same extent as a natural person.

(3) To adopt and use a common corporate seal and alter the same.

(4) To appoint such officers and agents as its affairs shall require and allow them suitable compensation.

(5) To adopt, change, amend and repeal By-Laws, not inconsistent with law to its Certificate of Incorporation, for the exercise of its corporate powers, the management, regulation and government of its affairs and property, the transfer on its records of its stock or other evidence of interest or membership, and the calling and holding of meetings of its stockholders.

(6) To increase or diminish, by vote of its stockholders, shareholders or members, cast as the By-Laws may direct, the number of directors, managers or trustees.

(7) To make and enter into all contracts necessary and proper for the conduct of its business.

(8) (a) 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.

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

(c) To purchase corporate assets and shares of the corporate stock of any other corporation and engage in the same or other character of business.

(9) To do all and everything necessary and proper for the accomplishment of the objects enumerated in its certificate of incorporation or necessary or incidental to the benefit and protection of the Corporation, and to carry on any lawful business necessary or incidental to the attainment of the objects of the Corporation, whether or not such business is similar in nature to the objects enumerated in its Certificate of Incorporation.

(10) To indemnify any person made a party to an action by or in the rights of the Corporation, to procure a judgment in its favor by reason of his being or having been a director or officer of the Corporation, or of any other corporation which he served as such at the request of the corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him in connection with the defense or settlement of such action, or in connection with an appeal therein, except in relation to matters as to which such director or officer is adjudged to have been guilty of negligence or misconduct in the performance of his duty to the Corporation.

(11) To indemnify any person made a party to an action, suit or proceeding other than one by or in the right of the Corporation to procure a judgment in its favor, whether civil or criminal, brought to impose a liability or penalty on such person for an act alleged to have been committed by such person in his capacity of director or officer of the Corporation, or of any other corporation, against judgments, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action, suit or proceeding, or any appeal therein, if such director or officer acted in good faith in the reasonable belief that such action was in the best interests of the Corporation, and in criminal actions or proceedings, without reasonable ground for belief that such action was unlawful. The termination of any such civil or criminal suit or proceeding by judgment, settlement, conviction, or upon a plea of nolo contendere shall not in itself create a presumption that any such director or officer did not act in good faith in the reasonable belief that such action was in the best interests of the Corporation or that he had reasonable ground for belief that such action was unlawful.

ARTICLE III - CAPITAL STOCK

CAPITAL STOCK. The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares of common stock without nominal or par value. The consideration to be paid for each share shall be fixed by the Board of Director(s).

ARTICLE IV - INITIAL CAPITAL

INITIAL CAPITAL. The amount of capital with which this Corporation will begin business is:

ARTICLE V - TERM OF EXISTENCE

TERM OF EXISTENCE. This Corporation is to exist perpetually.

ARTICLE VI - ADDRESS

ADDRESS. The initial post office address of the principle office of this Corporation in the State of Florida is:

**90 North Congress Avenue
Delray Beach, Florida 33444**

The Board of Directors may from time to time move the principal office to any other address in the State of Florida.

ARTICLE VII - DIRECTOR(S)

DIRECTOR(S). This Corporation shall have one (1) Director, initially. The number of Directors may be increased or diminished from time to time by the By-Laws adopted by the stockholders.

ARTICLE VIII - INITIAL DIRECTOR(S)

INITIAL DIRECTOR(S). The name(s) and post office address(es) of the first Board of Director(s) is:

**Richard E. Hicks
90 North Congress Avenue
Delray Beach, Florida 33444**

ARTICLE IX - SUBSCRIBER(S)

SUBSCRIBER(S). The name(s) and post office address(es) of each Subscriber of these Articles of Incorporation are:

**Richard E. Hicks
90 North Congress Avenue
Delray Beach, Florida 33444**

ARTICLE X - AMENDMENT

AMENDMENT. These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Director(s), proposed by them to the stockholder(s), and approved at a stockholders' meeting by a majority of the stock entitled to vote thereon, unless all the Directors and all the stockholders sign a written statement manifesting their intention that a certain amendment of these Articles of Incorporation be made. The Corporation may elect to bring itself within the provisions of the laws of the State of Florida pertaining to close corporations by written consent of the owners of a majority of the voting stock.

IN WITNESS WHEREOF, the undersigned Subscriber has executed these Articles of Incorporation this 25th day of October, 1996.



Richard E. Hicks - Subscriber

**CERTIFICATE OF DESIGNATION
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: _____

THUNDER ROAD MOTORCYCLES, INC.

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

RICHARD E. HICKS
(NAME)

90 NORTH CONGRESS AVENUE
(P.O. BOX **NOT** ACCEPTABLE)

DELRAY BEACH, FL 33444
(CITY/STATE/ZIP)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SIGNATURE Richard E Hicks
(corporate officer)

TITLE PRESIDENT

DATE 10/25/96

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 Richard E Hicks

DATE 10/25/96