

796000103109
CHAD MOORE

P.O. Box 415 • Odessa, Florida 33556
(813) 920-3561

December 19, 1996

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

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-12/20/96--01065--008
****131.25 ****131.25

RE: Florida Southern Golfcart, Inc.

Dear Sirs/Madam:

Please find herewith an original and one (1) copy of the Articles of Incorporation, one (1) copy of the Consent To Serve As Registered Agent, and a check in the amount of \$131.25. Please return to me a certified copy of the Articles of Incorporation and a Certificate of Status.

Thank you.

Sincerely,

Chad Moore

Chad Moore

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
FLORIDA SOUTHERN GOLFCART, INC.**

FILED

96 DEC 20 AM 9:06

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, for the purpose of forming a corporation under the provisions of Chapter 607 of the Florida Statutes, hereinafter referred to as the Corporation, hereby agrees to the following:

ARTICLE I

The name of the Corporation shall be FLORIDA SOUTHERN GOLFCART, INC.

ARTICLE II

Section 1. The Corporation is formed for the purpose of in any lawful activity for which corporations may be organized under the laws of the State of Florida.

Section 2. The Corporation may exercise all powers, rights and privileges conferred on corporations pursuant to the laws of the State of Florida.

ARTICLE III

The Corporation shall have perpetual existence.

ARTICLE IV

Section 1. The principal office of the Corporation shall be 17016 Crawley Road, Odessa, Florida 33556.

Section 2. The mailing address of the Corporation shall be P.O. Box 415, Odessa, Florida 33556.

ARTICLE V

Section 1. The street address of the initial registered office of the Corporation shall be 17016 Crawley Road, Odessa, Florida 33556.

Section 2. The name of the initial registered agent of the Corporation located at the above-said address shall be Chad Moore.

ARTICLE VI

The authorized capital stock of the Corporation shall be 10,000 shares of common stock having a par value of \$0.01 per share.

ARTICLE VII

Section 1. The business and affairs of the Corporation shall be managed by a Board of Directors, the members of which shall be hereinafter referred to as Directors.

Section 2. The initial Board of Directors of the Corporation shall consist of one (1) Director whose name and address is as follows:

<u>Name</u>	<u>Address</u>
Chad Moore	17016 Crawley Road Odessa, Florida 33556

Section 3. The number of Directors shall be as provided in the Bylaws of the Corporation, but shall not be less than one (1).

Section 4. Directors shall be elected and hold office as provided in the Bylaws.

ARTICLE VIII

Section 1. The Board of Directors shall adopt Bylaws for the Corporation at a meeting of the Board of Directors following the filing of these Articles of Incorporation.

Section 2. The power to adopt, alter, amend or repeal the Bylaws of the Corporation may be exercised by the Board of Directors or the shareholders in accordance with the provisions of the Bylaws.

Section 3. Any Bylaws adopted by the Board of Directors or the shareholders may be altered, amended or repealed by the other group; provided, however, that any Bylaws adopted by the shareholders may provide that it shall be altered, amended or repealed only by the shareholders.

ARTICLE VIX

The corporation shall indemnify and hold harmless, to the fullest extent permitted by the laws of the State of Florida, any person who has been made, or is threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise (including an action, suit or proceeding by or in the right of the Corporation), by reason of the fact that the person is or was a director or officer of the Corporation, or a fiduciary within the meaning of the Employee Retirement Income Security Act of 1974 with respect to an employee benefit plan, of another corporation, partnership, joint venture, trust or other enterprise. In addition, the Corporation shall pay for or reimburse any expenses incurred by such persons who are parties to such proceedings, in advance of the final disposition of such proceedings, to the fullest extent permitted by the laws of the State of Florida.

ARTICLE X

The Florida Control-Share Acquisition sections of the Florida Business Corporation Act (§§ 607.0901 through 607.0903) shall not be applicable to this Corporation.

ARTICLE XI

The name and address of the incorporator is:

<u>Name</u>	<u>Address</u>
Chad Moore	17016 Crawley Road Odessa, Florida 33556

IN WITNESS WHEREOF, for purposes of forming a corporation under the laws of the State of Florida, the undersigned executed these Articles of Incorporation this 19th day of December, 1996 at St. Petersburg, Florida.

By: Chad Moore
Chad Moore, Incorporator

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

Pursuant to the provisions of Section 607.0501 of the Florida Statutes, the following corporation, organized under the laws of the State of Florida, submits this statement for the purpose of designating the registered office/registered agent in the State of Florida and evidencing the registered agent's acceptance of that position.

1. The name of the Corporation is: **Florida Southern Golfcarts, Inc.**
2. The name and address of the registered agent and office is:
**Chad Moore
17016 Crawley Road
Odessa, Florida 33556**

Signature: _____

Chad Moore, Incorporator

Date: December 19, 1996

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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: _____

Chad Moore, Registered Agent

Date: December 19, 1996