

P91000012172

Charter Number Only

2/5/97

Requestor's Name

PBR

Address

City

State

ZIP

Phone

VALIDATION ONLY

900002080159--4
-02/06/97--01046--005
****122.50 ****122.50

CORPORATION(S) NAME

Gulfstream california motorcycle
cc.



Empire Toll Free: 1-800-432-3028

FILED
97 FEB -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
DIVISION OF CORPORATION

RECEIVED

- | | | |
|--|--|---|
| <input checked="" type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Merger |
| <input type="checkbox"/> NonProfit | <input type="checkbox"/> Dissolution | <input type="checkbox"/> Mark |
| <input type="checkbox"/> Foreign | <input type="checkbox"/> Annual Report | <input type="checkbox"/> Other |
| <input type="checkbox"/> Limited Partnership | <input type="checkbox"/> Reservation | <input type="checkbox"/> Change of Registered Agent |
| <input type="checkbox"/> Reinstatement | <input type="checkbox"/> Photo Copies | <input type="checkbox"/> Certificate Under Seal |
| <input checked="" type="checkbox"/> Certified Copy | <input type="checkbox"/> Call When Ready | <input type="checkbox"/> Call If Problem |
| <input type="checkbox"/> Walk In | <input type="checkbox"/> Will Wait | <input checked="" type="checkbox"/> Pick Up |
| | <input type="checkbox"/> After 4:30 | <input type="checkbox"/> Mail Out |

Name
Availability
Document
Examiner
Updater
Verifier
Acknowledgment
W.P. Verifier

CERTIFIED COPY

ARTICLES OF INCORPORATION
OF
GULFSTREAM CALIFORNIA MOTORCYCLE CO.

FILED
97 FEB -6 PM 1:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

I, the undersigned, subscribed to these Articles of Incorporation, a natural person competent to contract, do hereby form a corporation for profit under the laws of the State of Florida.

ARTICLE I

NAME

The name of the Corporation is Gulfstream California Motorcycle Co.

ARTICLE II

DURATION

The term of existence of the Corporation is perpetual.

ARTICLE III

PURPOSE

The purposes for which the Corporation is organized are:

- (a) To operate a retail Motorcycle sales and service store.
- (b) To carry on its operations and conduct business in any state, in the District of Columbia, and in any territory, dependency, or possession of the United States, and in any foreign country.
- (c) To have perpetual succession by its corporate name unless a limited period of duration is stated in its Articles of Incorporation.
- (d) To sue and to be sued, complain and defend in its corporate name in all actions or proceedings.

(e) To have a corporate seal, which may be altered at pleasure, and to use the same by causing it, or a facsimile thereof, to be impressed, affixed, or in any other manner reproduced.

(f) To purchase, take, receive, lease, or otherwise acquire, own, hold, improve, use, and otherwise deal in and with real or personal property or any interest therein, wherever situated.

(g) To lend money to and use its credit to assist its officers and employees in accordance with Section 607.141.

(h) To sell, convey, mortgage, pledge, create a security interest in, lease, exchange, transfer, and otherwise dispose of all or any part of its property and assets.

(i) To purchase, take, receive, subscribe for, or otherwise acquire, own, hold, vote, use, employ, sell, mortgage, lend, pledge, or otherwise dispose of, and otherwise use and deal in and with, shares or other interests in, or obligations of the United States or of any other government, state, territory, governmental district, or municipality or of any instrumentality thereof.

(j) To make contracts and guarantees and incur liabilities, borrow money at such rates of interest as the corporation may determine, issue its notes, bonds, and other obligations, and secure any of its obligations by mortgage or pledge of all or any of its property, franchises, and income.

(k) To lend money for its corporate purposes, invest and reinvest its funds, and take and hold real and personal property as security for the payment of funds so loaned or invested.

(l) To conduct its business, carry on its operations, and

have offices and exercise the powers granted by this act within or without the state.

(m) To elect or appoint officers and agents of the corporation and define their duties and fix their compensation.

(n) To make and alter bylaws, not inconsistent with its Articles of Incorporation or with the laws of this state, for the administration and regulation of the affairs of the Corporation.

(o) To make donations for the public welfare or for charitable, scientific or educational purposes.

(p) To transact any lawful business which the Board of Directors shall find will be in aid of governmental policy.

(q) To pay pensions and establish pension plans, profit sharing plans, stock bonus plans, stock option plans, and other incentive plans for any or all of its directors, officers, and employees of its subsidiaries.

(r) To be a promoter, incorporator, partner, member, associate, or manager of any corporation, partnership, joint venture, trust, or other enterprise.

(s) To have and exercise all powers necessary or convenient to affect its purposes.

ARTICLE IV

CAPITAL STOCK

The maximum number of shares of stock that this Corporation is authorized to have outstanding at any one time is 500 shares of common stock, each share having the par value of \$1.00. Each stockholder of the corporation shall be entitled to one vote for each fully paid, non-assessable share owned by him, and there shall

be no cumulative voting.

Authorized capital stock may be paid for in cash, services or property, at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE V

INITIAL CAPITAL

The amount of the capital with which the Corporation shall begin business shall be not less than \$500.00 Dollars.

ARTICLE VI

ADDRESS

The initial street address of the principal office of this Corporation is to be at 221 Old Dixie Highway-#5, Tequesta, FL 33409. The Board of Directors may from time to time designate such other address and place for its principal office of this Corporation as it may see fit.

ARTICLE VII

DIRECTORS

The number of directors of this Corporation shall be as provided by the Bylaws, but shall not be less than one (1) in number nor more than nine (9), and shall be one (1) in number until otherwise fixed or changed by the Bylaws.

ARTICLE VIII

INITIAL DIRECTORS

The name and address of the first Board of Directors who, subject to the provisions of the Articles of Incorporation, the Bylaws of this Corporation, and the laws of Florida, shall hold office until his successors is chosen at the First Annual

Meeting of this Corporation to be held at the time and place provided for by the Bylaws, is as follows:

<u>Name</u>	<u>Address</u>
Timothy L. Spurr	221 Old Dixie Hgw.-#5 Tequesta, FL 33409

ARTICLE IX

SUBSCRIBER

The name and address of the Subscriber to the Articles of Incorporation is as follows:

<u>Name</u>	<u>Address</u>
Timothy L. Spurr	221 Old Dixie Hgw. Tequesta, FL 33409

ARTICLE X

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.

ARTICLE XI

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this Corporation is 221 Old Dixie Highway-#5, Tequesta, FL 33409 and the name of the initial registered agent of this Corporation is Timothy L. Spurr.

ARTICLE XII

BYLAWS

The power to adopt, alter, amend and/or repeal bylaws shall be

vested in the shareholders.

ARTICLE XIII

CALLING OF SPECIAL MEETINGS

Special meetings of shareholders may be called by the shareholders.

ARTICLE XIV

MEETINGS BY CONFERENCE TELEPHONE

Members of the Board of Directors may participate in special meetings of the Board of Directors by means of conference telephone as provided by law, but regular meetings of the Board of Directors must be attended in fact in person by each director.

ARTICLE XV

ACTION BY DIRECTORS WITHOUT A MEETING

The directors of this Corporation may take action by written consent, as provided by law.

ARTICLE XVI

INDEMNIFICATION

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

ARTICLE XVII

AMENDMENTS

The Corporation reserves the right to amend, alter, change, or repeal any provisions herein contained in these Articles of Incorporation, the manner now or hereafter prescribed by law, and all rights, powers, privileges and discretion granted or conferred upon stockholders or directors are granted subject to this

reservation.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this
4th day of February, 1997.


Timothy L. Spurr

STATE OF FLORIDA

COUNTY OF PALM BEACH

BEFORE ME, the undersigned authority, personally appeared
Timothy L. Spurr, to me well known and known to me to be the person
described in and who executed the foregoing instrument, and he
acknowledged to and before me that he executed said instrument for
the purposes therein expressed.

WITNESS my hand and official seal this 4th day of February,
1997.

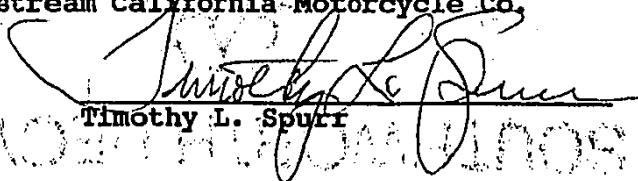
(NOTARIAL SEAL)

NOTARY PUBLIC
State of Florida at Large

My Commission Expires:

ACCEPTANCE OF REGISTERED AGENT

I, Timothy L. Spurr, do hereby accept the designation of
Registered Agent for Gulfstream California Motorcycle Co.


Timothy L. Spurr

Sworn to and subscribed before
me this ____ day of _____,
1997.

NOTARY PUBLIC