



THE UNITED STATES  
CORPORATION  
COMPANY

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REFERENCE : 278551 80821A

AUTHORIZATION : *Patricia Pizutto*

COST LIMIT : \$ 122.50

ORDER DATE : March 3, 1997

ORDER TIME : 10:06 AM

ORDER NO. : 278551-005

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CUSTOMER NO: 80821A

CUSTOMER: Randy Briley, Esq  
HARRIS GUIDI ROSNER &  
MORDECAI, P.A.  
1837 Hendricks Avenue

Jacksonville, FL 32207

DOMESTIC FILING

NAME: ROD HALL OFF-ROAD AMERICA  
MOTORSPORTS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION  
       CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY  
       PLAIN STAMPED COPY  
       CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Susana Romagosa

EXAMINER'S INITIALS: \_\_\_\_\_

FILED  
97 MAR -3 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K.R. MAR - 3-1997

FILED  
97 MAR -3 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

of

ROD HALL OFF-ROAD AMERICA MOTORSPORTS, INC.

The undersigned subscribers to these articles of incorporation, being natural persons competent to contract, hereby associate themselves to form a corporation under the laws of the State of Florida.

### ARTICLE I. NAME

The name of the corporation is: Rod Hall Off-Road America Motorsports, Inc.

### ARTICLE II. NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to engage in any activities of business permitted under the laws of the United States and Florida.

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; except that it is not to conduct a banking, safe deposit, trust, insurance, surety, express, railroad, canal, telegraph, telephone or cemetery company, a building and loan association, fraternal benefit society, state fair or exposition.

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 in all other states and countries.

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.

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

To endorse, purchase, hold, sell, transfer, mortgage, pledge or otherwise acquire or dispose of the shares of the capital stock 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.

To become guarantor or surety for any other person, firm or corporation for any purpose or transaction whatsoever.

To make gifts of its property or cash, either to charitable organizations or otherwise, when deemed in the interest of the corporation.

To adopt such pension, profit sharing, stock option, and deferred compensation plans for officers, employees and directors and to grant such stock options to officers, employees, directors and other as the board of directors may deem to be in the interest of the corporation.

To have and exercise all of the powers now or hereafter conferred upon corporations by the statutes and laws of the State of Florida.

All of the foregoing in this article shall be construed as both objects and powers. The enumeration of specific powers and purposes is not intended to restrict or limit in any way the powers or purposes of this corporation.

#### **ARTICLE III. CAPITAL STOCK**

The maximum number of shares of stock which this corporation is authorized to have outstanding at any one time is: One Thousand (1,000) shares at One Dollar (1.00) par value.

#### **ARTICLE IV. INITIAL CAPITAL**

The amount of capital with which this corporation will be doing business is One Thousand Dollars (\$1,000.00).

#### **ARTICLE V. TERM**

This corporation shall have perpetual existence.

#### **ARTICLE VI. ADDRESS**

This post office address of the principal office of this corporation in the State of Florida is: 2345-A Harper Street, Jacksonville, Florida 32204 and such other place as the Board of Directors may from time to time move the office to any other place in Florida.

#### **ARTICLE VII. DIRECTORS**

This corporation shall have two (2) directors initially. The number of directors may be either increased or diminished from time to time by the bylaws. Any director may be removed at any time, with or without cause, by the stockholders having the right and entitled to vote at a meeting called for that purpose.

#### **ARTICLE VIII. SUBSCRIBERS**

The names and post office addresses of the subscribers of these articles of incorporation is: Joseph Z. Duke and Rod Hall, 2345-A Harper Street, Jacksonville, Florida 32204.

#### **ARTICLE IX. MISCELLANEOUS**

This corporation shall have the right to amend or repeal any provision contained in these articles of incorporation and any right conferred upon the stockholders is subject to this provision.

Ownership of stock in this corporation shall not be required to make any person eligible to hold office or to become a director in this corporation.

The stockholders, or any two or more of them, may by agreement recorded in the minute book of this corporation impose such restrictions on the sale, transfer or encumbrance of the stock in this corporation owned by the subscribers to such agreement as they may see fit. The by-laws of this corporation may impose any restrictions on the sale, transfer or encumbrance of the stock of this corporation as may be lawful under the statutes and laws of the State of Florida when such by-law is adopted or amended.

Any subscriber or stockholder present at any meeting, either in person or by proxy, and any director present in person at any meeting of the Board of Directors shall be conclusively deemed to have received proper notice of such meeting unless he shall make objection at such meeting to any defect or insufficiency of notice.

Any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors shareholders, members, directors, officers, or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the corporation, which acts upon, or in reference to, such contract or transaction, and notwithstanding his or their participation in such action, if the fact of such interest shall be disclosed or known to the Board of Directors and the Board of Directors shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the directors present, such interested director or directors are to be counted in determining whether a quorum is present, but not to be counted in calculating the majority necessary to carry such vote. These provisions shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common law and statutory law applicable thereto.

The Board of Directors is hereby specifically authorized to

make provisions for reasonable compensation to its members for their services as Directors, and to fix the basis and conditions upon which such compensation shall be paid. Any director of the corporation may also serve the corporation in any other capacity and receive compensation therefor in any form.

#### **ARTICLE X. INDEMNITY**

This corporation is authorized to indemnify any director, officer, or employee, or former director, officer, or employee of this corporation, or any person who may have served at its request as a director, officer, or employee of another corporation in which it owns shares of capital stock, or of which it is a creditor, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such director, officer, or employee, except in relation to matters as to which he shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty. This corporation may also reimburse to any director, officer, or employee the reasonable costs of settlement of any such action, suit, or proceeding, if it shall be found by a majority of a committee composed of the directors of this corporation not involved in the matter in controversy (whether or not a quorum) that it was to the interests of this corporation that such settlement be made and that such director, officer, or employee was not guilty of negligence or misconduct. Such indemnification or reimbursement shall not preclude such director, officer, or employee from exercising any rights to which he may be entitled under the by-laws or otherwise.

#### **ARTICLE XI. AMENDMENT**

These articles of incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholder's 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.

IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, have hereunto set his hand and affixed his seal this 14 day of FEB, 1997.

J. Duke  
JOSEPH Z. DUKE

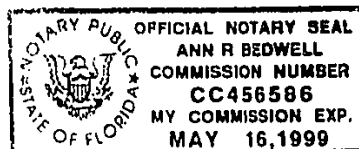
STATE OF FLORIDA  
COUNTY OF ~~DUVAL~~ Martin

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared JOSEPH Z. DUKE to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 14 day of Feb., 1997.

Ann R. Bedwell  
NOTARY PUBLIC, State of Florida

My commission expires: 5/16/99



IN WITNESS WHEREOF, the undersigned incorporator, being a natural person competent to contract, have hereunto set his hand and affixed his seal this 19 day of Feb, 1997.

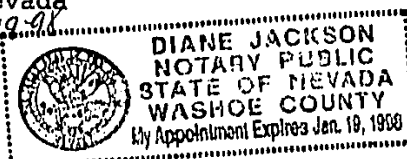
Rod Hall  
ROD HALL

STATE OF NEVADA  
COUNTY OF Washoe

I HEREBY CERTIFY that on this day, before me, a Notary Public duly authorized in the State and County named above to take acknowledgments, personally appeared ROD HALL to me known to be the person described as Subscriber in and who executed the foregoing Articles of Incorporation, and he acknowledged before me that he subscribed to those Articles of Incorporation.

WITNESS my hand and official seal in the County and State named above this 19 day of February, 1997.

Diane Jackson  
NOTARY PUBLIC, State of Nevada  
My commission expires: 1-19-98



**STATE OF FLORIDA  
DEPARTMENT OF STATE**

Certificate Designating Place of Business or Domicile for the Service of Process Within this State, Naming Agent Upon Whom Process May Be Served and Names and Addresses of the Officers and Directors.

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The following is submitted, in compliance with Chapter 48.091, Florida Statutes: Rod Hall Off-Road America Motorsports, Inc., a corporation organizing under the laws of the State of Florida with its principal office at 2345-A Harper Street, Jacksonville, Florida 32204, and has named D. Randall Briley, 1837 Hendricks Avenue, Jacksonville, Florida 32207, County of Duval, State of Florida, as its agent to accept service of process within this state which may be served at 1837 Hendricks Avenue, Jacksonville, Duval County, Florida 32207.

**OFFICER:**

<u>NAME</u>	<u>TITLE</u>	<u>SPECIFIC ADDRESS</u>
Rod Hall	President	2345-A Harper Street, Jacksonville, Florida 32204
Joseph Z. Duke	Vice-President	2345-A Harper Street, Jacksonville, Florida 32204
James Riggs	Secretary\Treasurer	2345-A Harper Street, Jacksonville, Florida 32204

**DIRECTORS:**

Joseph Z. Duke  
Rod Hall

By: Rod Hall  
ROD HALL  
(corporate officer)

By: J. Duke  
JOSEPH Z. DUKE  
(corporate officer)

FILED  
97 MAR -3 PM 2:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ACCEPTANCE:**

I agree as Resident Agent to accept Service of Process: to keep an office open during prescribed hours; to post my name (and any other officers of said corporation authorized to accept service of process at the above Florida designated address) in some conspicuous place in office as required by law.

D. Randall Briley  
D. Randall Briley  
Resident Agent