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TRANSMITTAL LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
98 OCT -1 AM 10:30

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

400002653084--6
-10/01/98--01033--008
*****78.75 *****78.75

SUBJECT: Chapman Motorsports, 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

FROM: Bryan J. Chapman
Name (Printed or typed)

10501 SW 74th Avenue
Address

Miami, FL 33156
City, State & Zip

(305) 274-8989
Daytime Telephone number

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

D. BROWN OCT - 2 1998

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DIVISION OF CORPORATIONS
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ARTICLES OF INCORPORATION
OF
CHAPMAN MOTORSPORTS, INC.

We the undersigned subscribers of these Articles of Incorporation, natural persons competent to contract, hereby form a corporation under the laws of the State of Florida for the formation of corporations under profit.

ARTICLE I
NAME

The name of the corporation shall be:

Chapman Motorsports, Inc.

ARTICLE II
PRINCIPLE OFFICE

The principal place of business and mailing address of this corporation shall be:

10501 SW 74th Avenue
Miami, FL 33156

ARTICLE III
NATURE OF BUSINESS

The general nature of the business to be transacted by this corporation is to provide automotive repairs and service and other related activities or business permitted under laws of the United States, and the State of Florida.

ARTICLE IV
TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE V
SHARES

The maximum number of shares of stock that the corporation is authorized to have outstanding at anytime is: Five Hundred (500) shares of common stock with a par value of One ($1.00) U.S. Dollar per share. Said shares may be issued pursuant to such plan as may be adopted by the Board of Directors of the corporation to qualify the shares as Internal Revenue Code Section 1244 shares.

To guarantee, endorse, purchase, hold, sell, transfer, mortgage, pledge, or otherwise acquire or dispose of the shares of the capital stock of, or any bond, securities, or other evidences 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.

ARTICLE VI
REGISTERED OFFICE/AGENT

The initial designation of the registered office of this corporation shall be:
10501 SW 74th Avenue
Miami, FL 33156
The registered agent shall be:
Bryan J. Chapman

ARTICLE VII
INITIAL CAPITAL

The amount of capital with which this corporation will begin business is not less than Five Hundred ($500.00) Dollars.

ARTICLE VIII
DIRECTORS

This corporation shall have no less than one director initially. The number of directors may increase or diminish from time to time, by the By-laws adopted by the stockholders.

ARTICLE IX
INITIAL DIRECTORS

The names and street addresses of the members of the first Board of Directors are:

President and Secretary	Bryan J. Chapman 10501 SW 74th Avenue Miami, FL 33156
Vice-President and Treasurer	Terri S. Chapman 10501 SW 74th Avenue Miami, FL 33156

ARTICLE X
SUBSCRIBERS

The names and street addresses of the subscribers of these Articles of Incorporation, the number of shares of stock which they agree to take and the value of the consideration therefore are:

Name	Address	Shares	Consideration
Bryan J. Chapman	10501 SW 74th Avenue Miami, FL 33156	250	$250.00
Terri S. Chapman	10501 SW 74th Avenue Miami, FL 33156	250	$250.00

ARTICLE XI
RIGHT OF INDEMNIFICATION

Every Director and Officer of the corporation shall be indemnified by the corporation against all expenses and liabilities, including counsel fees, imposed upon or reasonably incurred by him or her in connection with any proceeding to which he or she may be a party, or in which he or she may become involved, by reason of his or her being or having been a director or officer of the corporation, whether or not he or she is a director or officer at the time such expenses and liabilities are imposed or incurred, except in such cases in which the director or officer seeking indemnification is adjudged guilty of willful misconduct or gross negligence. If any claim for reimbursement or indemnification hereunder is based upon a settlement by the director or officer seeking such reimbursement or indemnification, the indemnification hereunder shall apply only if the the Board of Directors approves such settlement as being in the best interests of the corporation. The foregoing right of indemnification shall be in addition to and not exclusive of any other right to which such director or officer may be entitled.

The undersigned incorporator has executed these Articles of Incorporation this 28th day of September, 1998.

Bryan J. Chapman

The undersigned hereby accepts appointment as the Registered Agent of CHAPMAN MOTORSPORTS, INC.

Bryan J. Chapman

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CERTIFICATE OF DESIGNATION OF REGISTERED AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 617.0501, 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:

Chapman Motorsports, Inc.
(must include suffix)

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

Bryan J. Chapman
(NAME)

10501 SW 74th Avenue
(P.O. Box or Mail Drop Box **NOT** ACCEPTABLE)

Miami, FL 33156
(CITY/STATE/ZIP)

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)

9/28/98
(DATE)