

ARTICLES OF INCORPORATION
OF
NORTH FLORIDA BICYCLE CLUB, INC.

FILED
1991 SEP -5 PM 12:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, all being of full legal age and acting as incorporators of a not-for-profit corporation pursuant to Chapter 617, Florida Statutes, do hereby associate ourselves and adopt the following Articles of Incorporation for such corporation:

ARTICLE I.

The name of the corporation shall be NORTH FLORIDA BICYCLE CLUB, INC., by which name it may sue and be sued, contract and be contracted with, and employ a corporate seal. The initial principal office and place of business of the corporation shall be 1284 Talbot Avenue, Jacksonville, Florida 32205. The Corporation's mailing address is Post Office Box 14294, Jacksonville, Florida 32238.

ARTICLE II.

The period of duration of the Corporation is perpetual unless dissolved according to law. Corporate existence shall commence upon filing of these Articles.

ARTICLE III.

This corporation is organized as a not-for-profit corporation established to operate exclusively for recreational, charitable and educational purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended, its regulations, or the

corresponding provision of any applicable future United States Internal Revenue law or regulations (hereinafter collectively referred to as the "Code"), and such purposes shall include, but not be limited to, the following: (a) Promote safe cycling in all of its forms; (b) Organize and conduct charitable fund-raising events and functions; and (c) Assist in the establishment of new bicycle paths in the North Florida region.

This corporation is irrevocably dedicated to recreational, charitable and educational non-profit purposes; and no part of the net earnings or assets of the corporation shall be distributed to, nor inure to the benefit of, any private individual.

ARTICLE IV.

To promote the Corporate purposes set forth in Article III hereof, the Corporation is empowered:

(a) To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain, and operate improvements thereon necessary or incident to the accomplishment of the purposes set forth in Article III hereof.

(b) To borrow money and issue evidences of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property.

(c) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation.

(d) Notwithstanding any other provision of these Articles, this Corporation shall not carry on any other activities not

permitted to be carried on by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the Code.

(e) In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(7) of the Code. Any such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

ARTICLE V.

Membership in the Corporation shall, at all times, be limited to the Directors and such other individuals as the Board of Directors of this Corporation shall from time to time admit to membership as members of this Corporation.

ARTICLE VI.

The number of directors of the Corporation shall always be at least six (6), but not more than twelve (12) and shall be persons who are elected by majority vote of the members of the Corporation present and voting to the offices set forth in Article IX hereof, plus such other persons (not to exceed six (6)) who are elected by majority vote of the members of the Corporation present and voting.

The members of this Corporation may at a regular or special meeting of the members called for that purpose, by a vote of not

less than two thirds of the members of the Corporation present and voting, remove any director of this corporation as a director and elect a new director by majority vote of the members of the Corporation present and voting to fill the vacancy created by the removal. The directors shall serve without compensation. The names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
John Buckley	7015 Greenholly Drive Jacksonville, Florida 32211
Stan Sanford	1025 Arlington Road Jacksonville, Florida 32211
Katy Baker	1284 Talbot Avenue Jacksonville, Florida 32205
Dave Brown	1284 Talbot Avenue Jacksonville, Florida 32205
Sue Sofia	1284 Talbot Avenue Jacksonville, Florida 32205
Mark Wolff	1284 Talbot Avenue Jacksonville, Florida 32205

ARTICLE VII.

The names and addresses of each incorporator are:

<u>Name</u>	<u>Address</u>
Samuel L. LePrell	Suite 800, 1300 Gulf Life Drive Jacksonville, Florida 32207
Carol E. Ruggiero	Suite 800, 1300 Gulf Life Drive Jacksonville, Florida 32207

ARTICLE VIII.

The affairs of this corporation shall be managed by the board of directors, the officers, agents, and employees of the corporation acting under the authority of the board of directors. Each director shall hold office for the term for which he is elected and until his successor shall have been elected and qualified or until his earlier resignation, removal from office, or death.

ARTICLE IX

The officers of this corporation shall consist of a president, who shall be a director, a vice president, a recording secretary, a corresponding secretary, a treasurer, a membership director and such other officers as may be designated in the by-laws of this Corporation. The officers of the Corporation shall be elected by a majority of the members of the Corporation present and voting at the annual meeting, for terms of one year.

The officers who shall serve under these Articles of Incorporation until the first election are as follows:

<u>Title</u>	<u>Name</u>
President	John Buckley
Vice President	Stan Sanford
Recording Secretary	Diane Brown
Treasurer	Katy Baker
Corresponding Secretary	Sue Sofia
Membership Director	Mark Wolff

ARTICLE X.

By-laws of the Corporation may be adopted, altered, or rescinded by a majority of the board of directors at a regular or

special meeting of the board called for that purpose, as long as they are not inconsistent with the provisions of these Articles.

ARTICLE XI.

These Articles of Incorporation may be amended pursuant to the provisions of Chapter 617, Florida Statutes, (or any corresponding provision of any subsequent Florida Statute), except that no amendment can be adopted which would cause a loss of tax exempt status under Section 501(c)(7) of the Code.

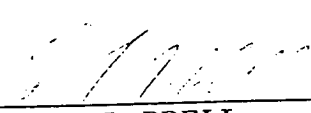
ARTICLE XII.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except that the Corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

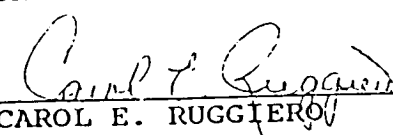
ARTICLE XIII.

The street address and city of the initial registered office of the Corporation is Suite 800, 1300 Gulf Life Drive, Jacksonville, Florida 32207 and the name of its initial Registered Agent at such address is Samuel L. LePrell.

IN WITNESS WHEREOF, the undersigned being the incorporators of this Corporation, have executed these Articles of Incorporation this *25th* day of August, 1991.



SAMUEL L. LePRELL



CAROL E. RUGGIERO

STATE OF FLORIDA

:SS

COUNTY OF DUVAL

The foregoing instrument was acknowledged before me this 23rd day of August, 1991, by Samuel L. LePrell and Carol E. Ruggiero.

Walter C. Senell
Notary Public, State of Florida at Large

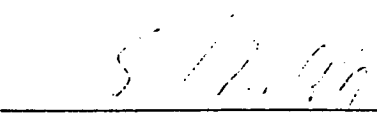
My Commission Expires: January 31, 1993

CERTIFICATE NAMING AGENT
UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 617.023 and 48.901, Florida Statutes, the following is submitted:

That NORTH FLORIDA BICYCLE CLUB, INC., a not-for-profit corporation organized and existing under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, at the City of Jacksonville, State of Florida, has named SAMUEL L. LePRELL as its Registered Agent, located at Suite 800, 1300 Gulf Life Drive, Jacksonville, Florida 32207, to accept service of process within this state.

Having been named to accept service of process for the above stated Corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said Florida Statutes relating to keeping open said office for service of process.



SAMUEL L. LePRELL

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