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(Requestor's Name)

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PICK-UP

WAIT

MAIL

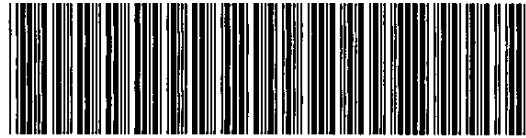
\_\_\_\_\_  
(Business Entity Name)

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(Document Number)

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TALLAHASSEE, FLORIDA

D. WHITE OCT 12 2006

**Frazer  
Hubbard  
Brandt  
Trask &  
Yacavone**

L.L.P.  
Attorneys At Law

JOHN G. HUBBARD  
MARK W. BRANDT  
\* THOMAS J. TRASK  
\* JAMES L. YACAVONE, III  
\* SHAUNA F. MORRIS  
ROBERT J. METZ, JR.

**COVER LETTER**

October 9, 2006

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

**SUBJECT: Gene Pearson Motorcycle Awareness Foundation, Inc.**

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for:

\$70.00  
Filing Fee

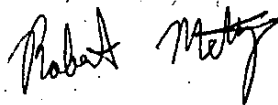
\$78.75  
Filing Fee &  
Certificate of  
Status

\$78.75  
Filing Fee  
& Certified Copy

\$87.50  
Filing Fee,  
Certified Copy  
& Certificate

**ADDITIONAL COPY REQUIRED**

FROM: Robert J. Metz  
595 Main Street  
Dunedin, Florida 34698  
(727) 733-0494



**ARTICLES OF INCORPORATION**  
**OF**  
**GENE PEARSON MOTORCYCLE AWARENESS FOUNDATION, INC.**

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TALLAHASSEE, FLORIDA

In Compliance with Chapter 617, F.S., (Not for Profit)

**ARTICLE I - NAME**

The name of the corporation shall be Gene Pearson Motorcycle Awareness Foundation, Inc.

**ARTICLE II - DURATION**

This corporation shall exist perpetually.

**ARTICLE III - PRINCIPAL OFFICE**

The principal place of business and mailing address of this corporation shall be 202 Timberview Drive, Safety Harbor, Florida 34695.

**ARTICLE IV - STATEMENT OF CORPORATE NATURE**

This is a non-profit corporation organized solely for general charitable purposes pursuant to the Florida corporations not for profit loss set forth in part I of Chapter 617 of the Florida Statutes.

**ARTICLE V - PURPOSE**

The purpose for which the corporation is organized is education. Specifically, to cause public focus on motorcycle awareness through multiple media outlets.

**ARTICLE VI - MEMBERSHIP**

Membership to the corporation is open to those specified by the by-laws.

**ARTICLE VII - NO INDIVIDUAL BENEFITS**

No part of the income or principal of this corporation shall inure to the benefit of or be distribute to any members, directors, employee or officer of the corporation or any other private individual in such fashion as to constitute an application of funds not within the purposes of exempt organizations described in 501(c)(3) and 170(c) of the Internal

Revenue Code of 1954. However, reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal if otherwise proper. There shall be no power in the directors of the corporation to amend the certificate of incorporation or the By-Laws in any way that will defeat the purpose of this Section.

### **ARTICLE VIII - MANNER OF ELECTION**

The manner in which the directors are specified in the by-laws.

### **ARTICLE IX - INITIAL DIRECTORS AND/OR OFFICERS**

1. Board of Directors. The powers of the corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors. The number of the Directors of the corporation shall be 3 provided however that such number may be changed by a Bylaw dually adopted by members. It shall be further provided that in no event shall the number of directors be reduced to a figure lower than three.

The manner in which the Board of Directors are to be selected will be set forth in the Bylaws. Any action required or permitted to be taken by the directors under in provision of law may be taken without a meeting, if all directors shall individually or collectively consent in writing of such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board of Directors, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Board of Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima-facie evidence of such authority.

2. Corporate Officers. The Board of Directors of this corporation at the annual meeting of it shall elect the following officers, President, Vice President, Secretary, Treasurer and

such other officers as the Bylaws of this corporation may authorize from time to time. Initially, such officers shall be elected at the first annual meeting of the members of the Board of Directors of the corporation. Until such election is held, the following persons shall serve as corporate officers:

Diane E. Pearson, President  
202 Timberview Drive  
Safety Harbor, Florida 34695

Eugene F. Pearson, Vice President  
202 Timberview Drive  
Safety Harbor, Florida 34695

Diane E. Pearson, Secretary/Treasurer  
202 Timberview Drive  
Safety Harbor, Florida 34695

3. Notwithstanding anything herein to the contrary, this corporation may exercise any and all powers as are in furtherance of express purposes of organization as set forth in 50(c)(3) and 170(c) of the Internal Revenue Code of 1954 and its regulations as the same now exist or as they may hereafter be amended from time to time. This non-profit corporation shall never make any distribution, engage in any activity or enter into any transaction of whatever character, the effect whereof, under applicable federal laws then in force, will cause the corporation to lose its status as an organization exempt from federal income taxes, or as an organization contributions to which are deductible in computing the net income of the contributor for federal income tax purposes. There shall be no power in the directors of the corporation to amend the certificate of incorporation or the By-Laws in any way that will defeat the purpose of this Section.

#### **ARTICLE X - INITIAL REGISTERED AGENT AND STREET ADDRESS**

The name and street address of the registered agent for Gene Pearson Motorcycle Awareness Foundation, Inc. is:

Robert J. Metz, Registered Agent  
595 Main Street  
Dunedin, Florida 34698

#### **ARTICLE XI - INCORPORATOR**

The names and addresses of the Incorporators for Gene Pearson Motorcycle Awareness Foundation, Inc. are as follows:

Diane E. Pearson  
202 Timberview Drive  
Safety Harbor, Florida 34695

Eugene F. Pearson  
202 Timberview Drive  
Safety Harbor, Florida 34695

### **ARTICLE XII - BY-LAWS**

Subject to the limitations contained in the Bylaws, and any limitations set forth in the corporations not for profit law of Florida, concerning corporate action that must be authorized or improved of the corporation, Bylaws of this corporation may be made, altered, rescinded, added to or new Bylaws may be adopted either by a resolution of the Board of Directors or following the procedure set forth in the Bylaws.

By-Laws detailing the provisions of those Articles of Incorporation and for the governing of this non-profit corporation shall be passed and may only be amended by a majority vote of the Board of Directors present at any regular meeting of the corporation, such proposed amendments having been submitted to the members in writing not less than ten (10) days prior to such meeting.

### **ARTICLE XIII - DEDICATION OF ASSETS**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual except for the payment of reasonable compensation for services rendered to or for the corporation for any corporate office or employee.

### **ARTICLE XIV - DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of this corporation its assets remaining after payment or provision for payment of all debts and liabilities of the corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes which has established its tax exempt status under Section 501(c)(3) of the internal revenue code of 1954 or corresponding provisions of any subsequent federal tax laws.

Subject to the Order of the Circuit Court of the State of Florida as provided by law, to one or more organizations which themselves are exempt as organizations described in 501(c)(3) and 170(c) of the Internal Revenue Code of 1954 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state or local government for exclusive public purpose. There shall be no power in the members of the corporation to amend the Certificate of Incorporation or the By-Laws to give any member, officer, director or donor any right in any way to share in such property and assets.

**ARTICLE XV - AMENDMENT OF ARTICLES**

Amendments of these Articles of Incorporation shall be by a resolution adopted by the Board of Directors by the vote of two-thirds of a quorum of members of the Board of Directors of the corporation.

**ARTICLE XVI - POLITICAL ACTIVITY**

No part of the activities of this corporation shall consist of carrying on or of participating in, or intervening in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. There shall be no power in the members of the corporation to amend the Certificate of Incorporation or the By-Laws to give any member, director, officer or donor any right in any way to defeat the purpose of this section.

Witnesses:

Mary W. Lee  
Print Name: MARY W. LEE

Diane E. Pearson  
Diane E. Pearson

Keshia Nicole Mitchell  
Print Name: Keshia Nicole Mitchell

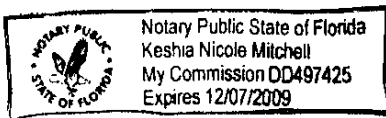
Mary W. Lee  
Print Name: MARY W. LEE

Eugene F. Pearson  
Eugene F. Pearson

Keshia Nicole Mitchell  
Print Name: Keshia Nicole Mitchell

STATE OF FLORIDA  
COUNTY OF PINELLAS

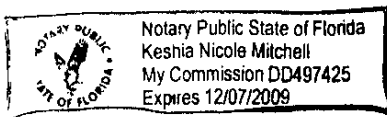
The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of September, 2006, by Diane E. Pearson, who ( ) is personally known to me or () has produced FL driver's license as identification.



Keshia Nicole Mitchell  
Notary Public  
My Commission Expires:

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 9<sup>th</sup> day of September, 2006, by Eugene F. Pearson, who ( ) is personally known to me or () has produced FL driver's license as identification.



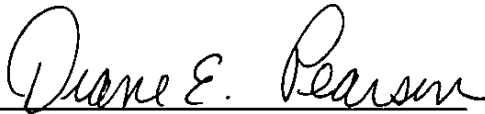
Keshia Nicole Mitchell  
Notary Public  
My Commission Expires:



**CERTIFICATE DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS  
WITHIN FLORIDA, NAMING AGENT UPON WHOM  
PROCESS MAY BE SERVED**

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES THE FOLLOWING IS  
SUBMITTED: Gene Pearson Motorcycle Awareness Foundation, Inc., desiring to organize or  
qualify under the laws of the State of Florida, with the principal place of business at 202  
Timberview Drive, Safety Harbor, Pinellas County, 34695 Diane E. Pearson has named  
Robert J. Metz as its resident agent to accept service of process within Florida.

Date: 10/9/2006

  
\_\_\_\_\_  
Diane E. Pearson, President

**ACCEPTANCE BY AGENT**

Having been named to accept service of process for the above-stated corporation, at  
the place designated in the certificate, I hereby agree to act in this capacity and I further  
agree to comply with the provisions of all statutes relative to the proper and complete  
performance of my duties.

Date: 10/9/06

  
\_\_\_\_\_  
Robert J. Metz, Resident Agent

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA