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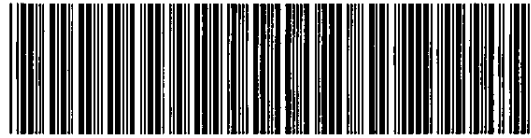
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ROBERT B. BENNETT
WARREN K. SPONSLER *
GWEN G. JACOBS
DAVID W. ADAMS +

* ALSO ADMITTED IN GEORGIA
+ BOARD CERTIFIED IN LABOR
AND EMPLOYMENT LAW

KERRY J. ANDERSON
JOHN F. WENDEL
OF COUNSEL

TAMPA
ATLANTA
LAKELAND
FORT MYERS

August 10, 2011
VIA FEDEX

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Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Sunrunners Dirt Riders, Inc.
SBJA File No.: 2011-08503

Ladies and Gentlemen:

Enclosed please find the following documents:

1. Original Articles of Incorporation of Sunrunners Dirt Riders, Inc., and
2. A check in the amount of \$78.75 payable to "Division of Corporations" for filing fee and certified copy.

Please do the following:

1. File the original Articles of Incorporation and return a certified copy to me, and
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,
SPONSLER, BENNETT, JACOBS &
ADAMS, P.A.

John F. Wendel

JFW:jad/A85729EB341F4410
enclosures

cc: Jack Terrell (w/enclosure)

REPLY TO: LAKELAND

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WWW.SPONSLERBENNETT.COM

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**ARTICLES OF INCORPORATION
OF
SUNRUNNERS DIRT RIDERS, INC.**

The undersigned incorporator, to form a corporation not for profit under the Florida Not For Profit Corporation Act, Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation.

**ARTICLE I.
NAME**

The name of the corporation is **SUNRUNNERS DIRT RIDERS, INC.**

**ARTICLE II.
COMMENCEMENT OF CORPORATE EXISTENCE**

The existence of the corporation shall commence on the date the Articles of Incorporation are filed with the Division of Corporations of the Florida Department of State.

**ARTICLE III.
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the principal office of the corporation and the mailing address of the corporation is Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE IV.
PURPOSES**

The corporation is organized and shall operate for the pleasure, recreation, and other similar non-profitable purposes of its members, and substantially all of the activities of which shall be for such purposes which are purposes permitted by Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding sections or provisions of any prior or future Internal Revenue Code. In a manner consistent with the foregoing, the purposes of this corporation shall include:

- a. The promotion of the common benefit, objectives, pleasure, recreation, and other non-profitable activities and interests of the members of this corporation;
- b. The promotion of personal contacts, significant commingling, regular meetings, and face-to-face fellowship between and among the members of this corporation;

c. The encouragement of members to share interests and to have a common goal directed toward pleasure, recreation, and other non-profitable purposes such that fellowship is a material part in the life of this corporation;

d. The encouragement of an interest in matters involving, pertaining to, and regarding off-highway motorcycle and all terrain vehicle education, history, safety, and tradition and the operation, maintenance, navigation, ownership, and preservation of the various categories and classifications of off-highway motorcycles and all terrain vehicles for the benefit, competition, education, pleasure, recreation, social opportunities, and use of the members of the corporation;

e. The support and fostering of the free exchange of experience, information, and knowledge pertaining to the various categories and classifications of off-highway motorcycles and all terrain vehicles between and among the members of the corporation;

f. The provision for and regulation of off-highway motorcycles and all terrain vehicles for the benefit, competition, education, operation, pleasure, recreation, social opportunities, and use of the members of the corporation;

g. The acquisition by rental, lease, or purchase of suitable facilities for the use of the members of the corporation;

h. The encouragement and promotion of careful, disciplined, responsible, safe, and skillful operation of off-highway motorcycles and all terrain vehicles by the members of the corporation;

i. The encouragement and promotion of education pertaining to and regarding the use of off-highway motorcycle and all terrain vehicle facilities by the members of the corporation;

j. The encouragement and promotion of responsible off-highway motorcycle and all terrain vehicle recreation, and the cooperation and working with land managers, legislators, and educators to conserve, enhance, expand, and protect responsible off-highway motorcycle and all terrain vehicle recreational opportunities and facilities; and

k. The operation of the corporation for any one or more of the purposes of the corporation and for any one or more lawful purposes and within the scope of the purposes of the corporation.

ARTICLE V. MEMBERS

The method of selecting and admitting members, the criteria for membership, the classification of members, the designation of such class or classes of members, the qualifications,

limitations, and rights of the members of each class, the quorum and voting requirements for meetings and activities of members, and the notice requirements sufficient to provide notice of meetings and activities of members shall be as set forth in the Bylaws of the corporation. Notwithstanding the foregoing, there shall be no policy or provision whatsoever in the Articles of Incorporation, the Bylaws, or any other governing instrument providing for any form of discrimination against any person based on race, color, or religion.

ARTICLE VI. BOARD OF DIRECTORS

The business and property of the corporation shall be managed by the board of directors of the corporation which shall have full and absolute control over the affairs of the corporation and shall be authorized to exercise all of the corporate powers of the corporation. The board of directors shall carry out the purposes of the corporation in compliance with the Articles of Incorporation and the Bylaws of the corporation. Directors shall be elected by the members of the corporation annually at the annual meeting of the members of the corporation. The method of electing the directors of the corporation shall be as stated in the Bylaws of the corporation. The number of directors of the corporation may be increased or decreased from time to time and at any time, but the corporation shall never have less than three (3) directors. No director shall be compensated for the performance of his or her duties as a director, but a director may be reimbursed for expenses reasonably and necessarily incurred in the performance of his or her duties as a director in accordance with the Bylaws of the corporation. The board of directors of the corporation shall, by two-thirds (2/3rds) vote, have the right to remove, with or without cause, any director and to replace any director so removed.

ARTICLE VII. OFFICERS

The officers of the corporation shall consist of a president, a vice president, a secretary, and a treasurer, and such other officers as the board of directors, from time to time and at any time, shall deem necessary. Any two (2) offices may be held by the same person. All officers shall be members of the board of directors of the corporation. Officers shall be elected by the board of directors of the corporation annually at the annual meeting of the board of directors of the corporation. Officers (including an officer who is also a member of the board of directors of the corporation) may be compensated for the performance of his or her duties as an officer as determined by the board of directors of the corporation. Officers may be reimbursed for expenses reasonably and necessarily incurred in the performance of their duties as officers as determined by the board of directors of the corporation. The board of directors of the corporation shall, by majority vote, have the right to remove, with or without cause, any officer and to replace any officer so removed.

ARTICLE VIII. LIMITATIONS AND PROHIBITED ACTIVITIES

The corporation shall be bound by the following:

a. The corporation is organized and shall be operated for pleasure, recreation, and other non-profitable purposes, and substantially all of the activities of the corporation shall be for such purposes.

b. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual or entity;

c. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Section of any prior or future Internal Revenue Code; and

d. In the event of the dissolution of the corporation, the residual assets of the corporation may be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) or Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively, or to the members of the corporation.

**ARTICLE IX.
INDEMNITY OF DIRECTORS AND OFFICERS**

The corporation shall indemnify any director or any officer for any acts or alleged acts committed or allegedly committed by such director or officer while serving in his or her capacity as a director or as an officer of the corporation to the extent permitted by Florida and federal law.

**ARTICLE X.
BYLAWS**

The Bylaws of the corporation shall be adopted, altered, amended, repealed, or revised only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

**ARTICLE XI.
INITIAL REGISTERED AGENT**

The name and street address of the initial registered agent of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

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**ARTICLE XII.
INCORPORATOR**

The name and address of the sole incorporator of this corporation is John F. Wendel, Suite 4, 336 West Highland Drive, Lakeland, Florida 33813.

**ARTICLE XIII.
AMENDMENTS TO
ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended or restated only by a two-thirds (2/3rds) vote of those directors present at a meeting of the board of directors of the corporation at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation on this 10th day of August, 2011.

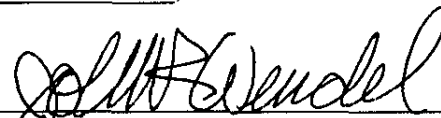


John F. Wendel, Incorporator

ACCEPTANCE OF DESIGNATION AS REGISTERED AGENT

I, John F. Wendel, having been named to serve as registered agent for **SUNRUNNERS DIRT RIDERS, INC.**, do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

DATED this 10th day of August, 2011.



John F. Wendel, Registered Agent