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Law Offices of  
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P. O. Box 3390  
Seminole, Florida 34645

March 14, 1996

Secretary of State  
Florida Department of State  
Division of Corporations  
Post Office Box 6327  
Tallahassee, Florida 32314

FILED  
MAR 16 1996  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

RE: Florida Gulf Coast Harley Owners Group, Inc.

000001748800  
-03/19/96--01053--005  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

Dear Sir:

Enclosed please find the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

Filing Fee	\$ 35.00
Registered Agent	<u>35.00</u>
<b>TOTAL</b>	<b>\$ 70.00</b>

If the above appears to be in order, please return a copy of same stamped filed to this office. A copy is enclosed for this purpose.

Should you have any questions or comments, please do not hesitate to advise.

Yours very truly,

  
DENNIS R. DELOACH, JR.

3/15/96  
TB

DRD/jai  
Enclosures  
cc: Ms. Jamilou Rosenkrans  
jai\corres\corp.314

FILED  
18 MAR 9 52  
STATE OF FLORIDA  
ALLIANCE, FLORIDA

ARTICLES OF INCORPORATION  
OF  
FLORIDA GULF COAST HARLEY OWNERS GROUP, INC.

We the undersigned, with other persons being desirous of forming a corporation for not-for-profit purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I - NAME AND AFFILIATION

The name of this corporation is FLORIDA GULF COAST HARLEY OWNERS GROUP, INC. The Harley Owners Group, a division of Harley-Davidson, Inc., is the governing body for this corporation. This organization is a chapter of the Harley Owners Group, providing services to its members on a not-for-profit basis.

If, at any time, H.O.G. determines that Florida Gulf Coast Harley Owners Group, Inc. is not adhering to this Article of Incorporation, the recognition of the chapter as a H.O.G. affiliated organization may be rescinded. The dealer, Harley Davidson of St. Petersburg, Inc., may rescind the sponsorship of this organization at any time.

ARTICLE II - PURPOSES

This corporation is organized for the following exclusively charitable or religious purposes:

- (1) To promote responsible motorcycling activities for Harley Owners Group members by conducting chapter activities and encouraging participation in other H.O.G. events while maintaining a family-oriented philosophy.

(2) To engage in any business activity lawful in the State of Florida which will further the above purpose.

#### ARTICLE III - POWERS

The corporation shall have full power to transact and perform such acts and things as shall be necessary or appropriate for the attainment of the purposes described in ARTICLE II above. Without limiting the generality of the foregoing language, the corporation shall have the power:

(1) To acquire, receive and accept, by way of grant, gift, devise, bequest, purchase, lease or otherwise, real property and personal property of every kind, including security interests in real property (which term, for purposes hereof, includes without limiting the generality thereof, first mortgages on real property and receipts, notes, certificates or other instruments representing any rights or interests therein or with respect thereto) created or issued by any person, firm, association, corporation or government or subdivision thereof;

(2) To exercise all rights, powers, and privileges in respect to the above described property, including the power to hold, administer, sell, convey and dispose of, invest and reinvest such property and the income and proceeds thereof;

(3) To use, apply or disburse any of its property or the income or proceeds thereof, exclusively for or toward any one or more of the purposes as enumerated in ARTICLE II;

(4) To take any other lawful action necessary to the accomplishment of the purposes described in ARTICLE II.

#### ARTICLE IV - QUALIFICATION OF MEMBERS

All current Harley Owners Group members may join Florida Gulf Coast Harley Owners Group, Inc. An expired membership in H.O.G.

automatically excludes membership in a local chapter. It is the responsibility of Florida Gulf Coast Harley Owners Group to verify that their chapter members are current H.O.G. members

If, by decision of the sponsoring dealer, Harley Davidson of St. Petersburg, Inc., a member's conduct is undesirable, that person's membership in Florida Gulf Coast Harley Owners Group may be suspended or revoked.

#### ARTICLE V - TERM OF EXISTENCE

This corporation is to exist perpetually. However, the disposition of chapter assets upon dissolution is as follows: After all chapter expenses have been paid, any remaining assets shall be donated to a charitable organization.

#### ARTICLE VI - INCORPORATOR

The name and address of incorporator to these Articles are:

<u>Name</u>	<u>Address</u>
Ms. Jamilou Rosenkrans	5989 Haines Road St. Petersburg, FL 33714

#### ARTICLE VII - OFFICERS

1. The officers of the corporation shall be a president, vice-president, and secretary-treasurer, and such other officers as may be provided in the By-Laws.

2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

<u>Office</u>	<u>Name &amp; Address</u>
President	Stephen D. Dobosz 5989 Haines Road St. Petersburg, FL 33714

Vice President

Michael F. Byers  
5989 Haines Road  
St. Petersburg, FL 33714

Secretary

Doris McIntyre  
5989 Haines Road  
St. Petersburg, FL 33714

Treasurer

Scott Luckham  
5989 Haines Road  
St. Petersburg, FL 33714

The officers shall be elected in the manner provided in the By-Laws. Their duties are as follows:

- President - Uphold this chapter and its by-laws, oversee chapter meetings and coordinate chapter officer responsibilities.
- Vice President - Assist the President in carrying out his/her duties and keeps the chapter membership informed of H.O.G. programs.
- Treasurer - Responsible for the collection and disbursement of chapter funds, reporting the financial transactions to the membership on a monthly basis, and submitting to H.O.G. the annual financial statement.
- Secretary - Responsible for the administrative needs of the chapter, ensure that all chapter members are current H.O.G. members and on an annual basis submit to H.O.G. the chapter Officer/Address Form, the Chapter Information Form and any other reports as required by H.O.G.

ARTICLE VIII - BOARD OF DIRECTORS

1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have three (3) directors initially. The number of directors may be increased or decreased from time to time by the By-Laws, but shall never be less than three (3). The manner and election of the Board of Elections is stated in the By-Laws.

2. Members of the Board of Directors shall be elected from the membership of the corporation at the annual meeting or at any special meeting called for that purpose.

3. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation, are:

<u>Name</u>	<u>Address</u>
Jamilou Rosenkrans	5989 Haines Road St. Petersburg, FL 33714
Stephen D. Dobosz	5989 Haines Road St. Petersburg, FL 33714
Michael F. Byers	5989 Haines Road St. Petersburg, FL 33714

ARTICLE IX - BY-LAWS

1. The Board of Directors of this corporation may provide such By-Laws for the conduct of the business of the corporation and the carrying out of its purposes as may be deemed necessary.

2. Upon proper notice, the By-Laws may be amended, altered, or rescinded by a majority vote of the Board of Directors, at any regular meeting or any special meeting called for that purpose. The sponsoring dealer and the H.O.G. office must approve chapter

by-laws prior to publications or implementation. Once published, a copy of the by-laws must be sent to all chapter members, the sponsoring dealer and the H.O.G. office.

3. Chapter by-laws for Florida Gulf Coast Harley Owners Group may not supersede or conflict with this Article of Incorporation and its operating policies

#### ARTICLE X - AMENDMENTS

1. These Articles of Incorporation may be amended by a special meeting of the membership called for that purpose, by a majority vote by those present, unless a larger percentage shall be required by law.

2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the By-Laws, of intention to submit amendments.

3. H.O.G. may review any amendments and may see fit to amend this charter at any time.

#### ARTICLE XI - DUES

If it is determined necessary by the sponsoring dealer, Harley Davidson of St. Petersburg, Inc., dues may be established to be used solely for chapter administration. Also, various legitimate fund-raising or event fees may be used to assist with additional chapter financial needs.

#### ARTICLE XII - TRADEMARKS

The trademarks HOG, H.O.G., and Harley Owners Group along with the applicable H.O.G. logos (the "H.O.G. Trademarks") may not be

altered in any way. These H.O.G. Trademarks may be used by Florida Gulf Coast Harley Owners Group only on printed materials relating to chapter activities. With the exception of newsletters and event flyers, printed material using the H.O.G. Trademarks must be submitted to Harley Owners Group for approval prior to any publications. T-shirts, pins and all other items are only to be produced by authorized licensees of Harley Davidson, Inc. and must be purchased through the sponsoring dealer or from H.O.G. All other items are limited to those approved by the H.O.G. office. H.O.G. may, at its sole discretion, terminate the right to use the H.O.G. Trademarks at any time upon thirty (30) days' notice in writing, and the chapter will immediately terminate all use of the marks when the notice becomes effective.

#### ARTICLE XIII - DISCLAIMER

While this organization may be affiliated with H.O.G., it shall remain a separate, independent entity responsible for its actions. All Harley Owners Group members and their guest(s) participate voluntary and at their own risk in H.O.G. and H.O.G. chapter activities. The sponsoring dealer, H.O.G. and Harley-Davidson, Inc. and its subsidiaries and local chapter officers are and shall be released and held harmless by the member/guest for any injury or loss to the member/guest or to his or her property which may result from participation in H.O.G. and H.O.G. chapter activities.



ARTICLE XIV - REGISTERED OFFICE AND AGENT

The registered office and place of business of this corporation shall be at 5989 Haines Road, St. Petersburg, FL 33714, or such other place as the Board of Directors may designate. The initial registered agent at such address is Jamilou Rosenkrans.

ARTICLE XV

It is the intention of this corporation at all times to qualify and remain qualified as exempt from Federal and Florida income taxes as same may from time to time be amended. Accordingly:

(a) The corporation is not to have authority to issue capital stock.

(b) The corporation shall not be conducted or operated for profit, and no part of the net earnings of the corporation shall inure to the benefit of any member or individual nor shall any of such net earnings nor any of the property or assets of the corporation be used other than for the purpose of the corporation set out in ARTICLE II hereof.

(c) No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation; nor shall the corporation participate or intervene, by publishing or distributing of statements or otherwise, in any political campaign of any candidate for public office.

IN WITNESS WHEREOF, the undersigned subscribing incorporator has hereunto set his hand and seal, this 8 day of March,

1996, for the purpose of forming this corporation not for profit under the laws of the State of Florida

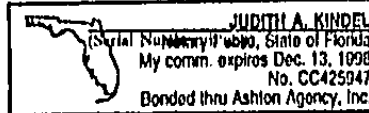
*Jamilou Rosenkrans*  
Jamilou Rosenkrans

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this 8 day of March, 1996, by Jamilou Rosenkrans who is personally known to me or who has produced Id. Dr. Lic. as identification.

*Judith A. Kindel*  
(Signature of Notary)  
Judith A. Kindel  
(Name of notary, printed or stamped)

Notary Public



**ACCEPTANCE OF REGISTERED AGENT**

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office

*Jamilou Rosenkrans*  
Jamilou Rosenkrans  
Registered Agent

jal\corp\lshar.lal

FILED  
RECORDED  
TALLAHASSEE, FLORIDA  
APR 8 1996  
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Florida Gulf Coast  
Harley Owners Group  
3900 61st Street North  
St. Petersburg, Florida 33709

97 JUN 27 PM 2:27  
FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
1997

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

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-06/27/97--01093--001  
\*\*\*\*\*35.00 \*\*\*\*\*35.00

Re: Corporate Name Change

Enclosed are documents requesting our corporate name to be changed from Florida Gulf Coast Harley Owners Group, Inc. to Florida Gulf Coast Chapter, Inc.:

- Minutes of Special Meeting of Board of Directors
- Certificate of Resolution
- Articles of Amendment to Articles of Incorporation
- Check payable to Florida Department of Revenue \$35

An additional copy has been enclosed for your convenience. Please forward letter of acceptance and stamped copy of documents to:

Florida Gulf Coast Chapter, Inc.  
Scott Luckham  
3900 61st Street North  
St. Petersburg, Florida 33709

Thanking you in advance for your assistance on this matter. If additional information is requested, I can be contacted by phone at (813) 345-9559.

Scott Luckham GAVE

AUTHORIZATION BY PHONE TO

CORRECTED add no members to corp

DATE 7-7-97

DOC. EXAM. VW  
enclosures

Thank you,

N.C. Amend. Scott Luckham  
Scott Luckham,  
Treasurer

VW 7-3-97

ARTICLES OF AMENDMENT  
TO  
ARTICLES OF INCORPORATION  
OF  
FLORIDA GULF COAST HARLEY OWNERS GROUP, INC.

FILED  
97 JUN 27 PM 2 27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. ARTICLE I of the Articles of Incorporation of FLORIDA GULF COAST HARLEY OWNERS GROUP, INC., a not-for-profit corporation, under the provisions of Chapter 617 of the Florida Statutes, is amended to read as follows:

ARTICLE I - NAME. The name of this Corporation is FLORIDA GULF COAST CHAPTER, INC.

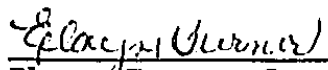
No members are entitled to vote on a proposed amendment.

2. The foregoing amendment was adopted by the Board of Directors of this Corporation on June 11, 1997.

IN WITNESS WHEREOF, the undersigned President and Secretary of this corporation have executed these Articles of Amendment on June 11, 1997.

  
Dennis Allen, President


Attest:

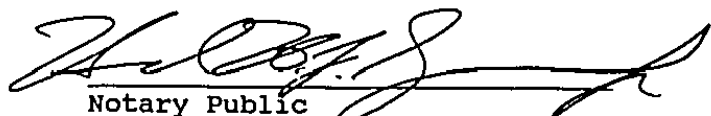
  
Elayne Turner, Secretary


STATE OF FLORIDA  
COUNTY OF PINELLAS

I HEREBY CERTIFY that on this day, before me, the undersigned authority duly authorized in the State and County above to administer oaths and take acknowledgments, appeared DENNIS ALLEN, as President and ELAYNE TURNER, as Secretary, of FLORIDA GULF COAST HARLEY OWNERS GROUP, INC., to me well known and known to me to be the persons described in and who executed the foregoing Articles of Amendment to Articles of Incorporation, and they acknowledged to and before me that they executed the same as a free act and deed for the purposes therein expressed.

WITNESS my hand and official seal in the State and County named above, this 11th day of June, 1997.

  
HOWARD H. J. GRUENFELDER  
My Commission CC331420  
Expires Mar. 19, 1998  
Bonded by ANB  
800-852-8878

  
Notary Public

  
HOWARD H. J. GRUENFELDER  
My Commission CC331420  
Expires Mar. 19, 1998  
Bonded by ANB  
800-852-8878

CERTIFICATE OF RESOLUTION

I, DENNIS ALLEN, as President of Florida Gulf Coast Harley Owners Group, Inc., a Florida corporation, hereby certify that the attached is a full, true and correct copy of a Resolution of the Corporation, duly and regularly passed and adopted by unanimous consent of the Board of Directors of the Corporation, as permitted by law, and the By-laws of the corporation, as of June 11, 1997.

  
\_\_\_\_\_  
DENNIS ALLEN, President

(CORPORATE SEAL)

BEFORE ME personally appeared DENNIS ALLEN, to me well known and known to me to be the individual described in and who executed the foregoing instrument, and acknowledged to and before me that he issued such instrument as President of said Corporation, and that the seal affixed to the foregoing instrument is the corporate seal of the corporation and that it was affixed to said instrument by due and regular corporate authority, and that said instrument is the free act and deed of said corporation. Dated this 11th day of June 1997.



HOWARD H. GRUENSFELDER  
My Commission CG351420  
Expires Mar. 19, 1998  
Bonded by ANS  
800-832-8878

  
\_\_\_\_\_  
Notary Public