

N000000000369



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : -072100000032

REFERENCE : 554019 7133272

AUTHORIZATION :

Patricia Pigito

COST LIMIT : \$ 70.00

ORDER DATE : January 17, 2000

ORDER TIME : 11:19 AM

800003100818--0

ORDER NO. : 554019-005

CUSTOMER NO: 7133272

CUSTOMER: Ms. Teri Warren.
DAVID P. WHITING, P.A.
DAVID P. WHITING, P.A.
Suite 101
2124 Airport Rd. South
Naples, FL 34112

DOMESTIC FILING

NAME: BIKER'S ANGELS, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
 CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Angie Glisar

EXAMINER'S INITIALS:

2295
W000-1385

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 12:06

RECEIVED
00 JAN 18 AM 8:51
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

January 18, 2000

CSC NETWORKS
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: BIKER'S ANGELS, INC.
Ref. Number: W00000001385

We have received your document for BIKER'S ANGELS, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Section 617.0803, Florida Statutes, requires that the board of directors never have fewer than three directors.

Please return the original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6973.

Claretha Golden
Document Specialist

Letter Number: 400A00002392

DO NOT SUBMIT

Please give original
submission date as file date

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

00 JAN 20 AM 11:25

RECEIVED

**ARTICLES OF INCORPORATION
OF
BIKER'S ANGELS, INC.**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 12:06

We, the undersigned, being desirous of forming a corporation for educational, charitable and philanthropic purposes, pursuant to Chapter 617 of the Florida Statutes, do hereby recite the following:

ARTICLE I

The name of this corporation is BIKER'S ANGELS, INC., whose street and mailing address is 1900 J & C Blvd., Naples, FL 34109.

ARTICLE II

This corporation will have perpetual existence and will come into existence upon the filing of these Articles with the Secretary of State.

ARTICLE III

The purposes for which the corporation is organized are exclusively educational, charitable and philanthropic with the meaning of Section 501 of the Internal Revenue Code of 1986 as amended, or the corresponding provision of any future United States Internal Revenue Law.

This corporation may engage in any activity permitted under the laws of the United States and the State of Florida within the following purposes:

1. To solicit and obtain funds and property by gift, bequest, devise or grant, to invest and reinvest the same and to apply the income and principal thereof, as the Board of Directors may from time to time determine, to advance public understanding and interest in the

benefits derived from the generosity of the public, more specifically "bikers".

2. To exercise all rights and powers conferred by the laws of the State of Florida upon nonprofit corporations, including without limiting the generality of the foregoing, to acquire by bequest, devise, gift, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal and proceeds of such property, for any purposes set forth herein.
3. To do such other things as are incidental to the purposes of the corporation or necessary or desirable in order to accomplish them.

ARTICLE IV

The corporation shall have members. The by-laws of the corporation contain provisions relating to the qualification for membership, the rights of member, and other such matters.

ARTICLE V

The name of the initial registered agent, and the street address of the initial registered office and initial registered agent are:

Teri Warren
1900 J & C Blvd.
Naples, FL 34109

ARTICLE VI

The affairs of the corporation shall be managed by a Board of Directors of not less than ~~Three~~ (3) members known as Directors. Each Director shall be appointed by a majority of the members of this corporation. The initial members of the Board of Directors, each to serve until his successor is appointed, are as follows:

David Nocera

Teri Warren

Curt Warren

ARTICLE VII

The name and address of the incorporator hereof is:

Teri Warren

1900 J & C Blvd.

Naples, FL 34109

ARTICLE VIII

The Board of Directors of the corporation may provide such by-laws for the conduct of the corporation's business and the carrying out of its purpose as they deem necessary or desirable from time to time. Upon proper notice, the by-laws may be amended, altered or repealed by a majority vote of those members of the Board of Directors present at any regular meeting or at any special meetings called for that purpose.

ARTICLE IX

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation or any amendment to them, and all right and privileges conferred upon the members, directors and officers are subject to this reservation.

ARTICLE X

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, officers directors, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments or distributions in furtherance of the purposes of the corporation. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, (except as otherwise provided in Section 501 of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue law), and the corporation shall not participate in, or intervene in (including the publishing or distribuion of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision in these Articles, the corporation shall not carry on any other activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 of the Internal Revenue Code of 1986, as amended, (and the corresponding provision of any future United States Internal Revenue law) or (b) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law).

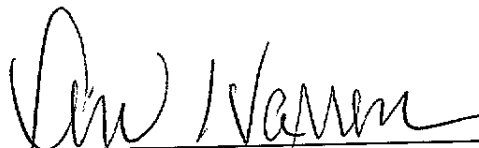
ARTICLE XI

In the event of dissolution, the residue assets of the organization, after payment of all liabilities of the corporation, will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501 and 170 of the Internal Revenue Code of 1986 or corresponding sections of any future United States Internal Revenue law, or to the Federal, State or local government for exclusive public purposes.

ARTICLE XII

The corporation is organized and shall be operated on a nonstock basis within the meaning of the Florida Not For Profit Corporation Act, and shall not have the power to issue shares of any type or class of stock or other certificates or writings evidencing an ownership or proprietary interest in the corporation.

IN WITNESS WHEREOF, the undersigned incorporator has hereunto set his hand and seal this 10th day of January, 2000, for the purpose of forming this corporation not for profit under the laws of the State of Florida.

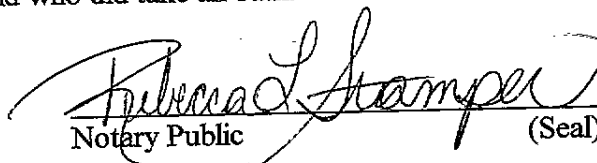
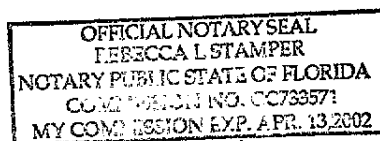


Teri Warren
Incorporator

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 10th day of January, 2000 by Teri Warren, who is personally known to me and who did take an oath.

My Commission Expires:


Notary Public (Seal)

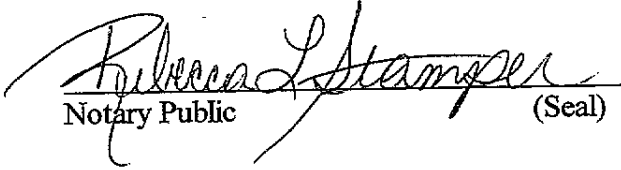
HAVING BEEN NAMED TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE
STATED CORPORATION AT THE PLACE DESIGNATED IN THE ARTICLES OF
INCORPORATION, I HEREBY AGREE TO ACT IN THIS CAPACITY, AND I FURTHER
AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATIVE TO THE
PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I ACCEPT THE
DUTIES AND OBLIGATIONS OF SECTION 607.0505, FLORIDA STATUTES.


Teri Warren

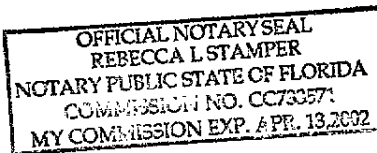
STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was sworn to and acknowledged before me this 10th day of January,
2000, by Teri Warren, who is personally known to me.

My Commission Expires:


Notary Public

(Seal)



FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
00 JAN 18 PM 12:06