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MURIEL A. FUNCHEON
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March 20, 2000

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

600003181776--4
-03/23/00--01091--006
*****87.50 *****87.50

Re: SOUTHEAST BICYCLE RACING CHARITABLE FOUNDATION, INC.

Dear Ladies and Gentlemen:

Enclosed is an original and one (1) copy of the Articles of Incorporation for the above named corporation and a check in the amount of \$87.50 for the Filing Fee, Certified Copy, and Certificate.

Very truly yours,

Muriel A. Funcheon

Muriel A. Funcheon
Paralegal
/maf
encs.

FILED
00 APR 17 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. REGISTER APR 18 2000

W-8293



FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

March 29, 2000

MAR 31 2000

MURIEL A. FUNCHEON, PARALEGAL
1630 S. CONGRESS AVENUE
SUITE 201
PALM SPRINGS, FL 33461

SUBJECT: ^{Florida} SOUTHEAST BICYCLE RACING CHARITABLE FOUNDATION, INC.
Ref. Number: W00000008293

We have received your document for SOUTHEAST BICYCLE RACING CHARITABLE FOUNDATION, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The purpose contained in your articles of incorporation should be more specific. Please correct your articles to reflect the specific purpose for which the corporation is being organized.

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

Your document is being returned as requested.

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) 487-6925.

Angela Revell
Document Specialist

Letter Number: 000A00017124

FILED

00 APR 17 AM 9:35

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
In Compliance with Chapter 617., (Not for Profit)

FLORIDA SOUTHEAST BICYCLE RACING CHARITABLE FOUNDATION, INC.

ARTICLE I NAME

The name of the corporation shall be:

FLORIDA SOUTHEAST BICYCLE RACING CHARITABLE FOUNDATION, INC.

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

313 6TH Trail North
West Palm beach

ARTICLE III PURPOSE

The purpose for which the corporation is organized is for general charitable purposes, not for pecuniary profit and not specifically prohibited to corporations under other laws of this State; for distribution of its funds for such purposes; to operate exclusively for such charitable purposes as will qualify it as an exempt organization under Internal Revenue Code 501(c)(3), including for such purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the code; having and exercising all rights and powers conferred on corporations under the laws of the State of Florida, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes set forth herein; no part of the net earnings, properties, or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation; and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for charitable purposes as the board of trustees shall determine, and as shall, at the time, qualify as a tax-exempt organization

under the Internal Revenue Code Section 501 (c)(3) or as the same may be amended. The corporation shall not: intervene in any political campaign for or against any candidate for public office; operate in areas outside exempt functions; fail to comply with any other Code requirement. No member, officer, director or shareholder shall have any right to earnings or benefits of the organization, except for reasonable compensation for actual services rendered for the needs of the organization and no right to property of the organization on liquidation or dissolution as all distributions shall be made to organizations qualified to receive assets under the Internal Revenue Code. The corporation shall not engage in activities prohibited by the Internal Revenue Code including (a) no self-dealing resulting in taxation under 4941, distribution of income in a manner to avoid taxation under 4942, divest business interest that would result in taxation under 4943, make any jeopardy investments prohibited by 4944 or make any donations or take any actions to influence legislation or participate in an election that would cause taxation under 4945, making all grants and distributions in a manner and to recipients permitted by 4945(d).

ARTICLE IV MANNER OF ELECTION

The manner in which directors are elected or appointed:

Directors shall be nominated by the members of the corporation by majority vote.

ARTICLE V INITIAL DIRECTORS/OFFICERS

The names and addresses:

Carol Vogel
6242 Fox Run Circle
Jupiter, FL 33458

Clarence A. Vogel
6242 Fox Run Circle
Jupiter, FL 33458

Bob Webster
900 E. Atlantic Avenue, Suite 1
Delray Beach, FL 33483

ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the registered agent are:

Clarence A. Vogel
313 65th Trail North
West Palm Beach, FL 33413

ARTICLE VII INCORPORATOR

The name and address of the incorporator is:

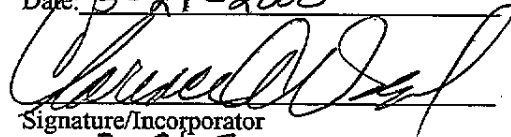
Clarence A. Vogel
313 65th Trail North
West Palm Beach, FL 33413

Having been named as a registered agent and to accept service of process for the above stated corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.



Signature/Registered Agent

Date: 3-21-2000



Signature/Incorporator

Date: 3-21-2000

FILED
00 APR 17 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA