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FILED  
00 MAY -8 AM 10:43  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

April 20th, 2000

Division of Corporations  
Post Office Box 6327  
Tallahassee, FL 32314

Re: Incorporation of Wheels of Man, M.C.,  
A Not For Profit Corp.

Gentlemen:

900003243189--3  
-05/08/00--01124--011  
\*\*\*\*131.25 \*\*\*\*\*87.50

Enclosed please find a check in the amount of \$131.25 which represents the filing fee to fully effect the incorporation of a not-for profit corporation Wheels of Man, M.C., Inc., together with the following original documentation:

- (a) Articles of Incorporation; and
- (b) Designation of Registered Agent

Upon filing of the aforesaid Articles of Incorporation, please return the certificate and copy to:

David A. Brener, P. A.  
23123 State Road 7  
Suite 300-D  
Boca Raton, Fl. 33428

In the event you should have any questions, please do not hesitate to contact me.

Very truly yours,



David A. Brener  
For the Firm

DAB/jl  
Enclosure

D. BROWN MAY 1 1 2000

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## **ARTICLES OF INCORPORATION**

The undersigned, acting as incorporator(s) of a corporation pursuant to Chapter 617, Florida Statutes, adopt(s) the following Articles of Incorporation of such corporation for the purpose of becoming a corporation, not for profit, and providing for the formation, liability, rights, privileges, and immunities of such corporation not for profit.

### **ARTICLE I** **Name**

The name of the corporation shall be: WHEELS OF MAN, M.C., INC.

### **ARTICLE II**

The principal place of business and mailing address shall be: 109 S.E. 3rd Court, Bay 1, Deerfield Beach, Florida, 33441.

### **ARTICLE III** **Purpose(s)**

The specific purpose(s) for which the corporation is organized is(are): To promote motorcycle awareness and safety and to foster brotherhood among motorcyclists and the general public.

### **ARTICLE IV** **Manner of election of directors**

The manner in which the next Board of Directors are elected or appointed will be stated in the corporate by-laws, as provided in Florida Statutes 617.0202.

### **ARTICLE V** **Limitation of corporate power**

The corporate powers of this corporation are as provided in section 617.0302, Florida Statutes.

**ARTICLE VI**  
**Initial registered agent and street address**

The name and the street address of the initial registered agent is : David A. Brenner, Esq.  
23123 State Road 7, Suite 300-D, Boca Raton, Fl. 33428.

**ARTICLE VII**  
**INITIAL DIRECTORS**

The number constituting the initial Board of Directors of the corporation is three(3) and the name(s) and the street address(s) of the persons who are to serve initially are: Steven Givens, 2710 N.E. 11th Ave., Pompano Beach, FL. 33060; John Foster, 2621 N.W. 64th Terrace, Margate Fl. 33063; Joseph Caccavone, 380 N.E. 44th Court, Pompano Beach, Fl. 33064.

**ARTICLE VIII**  
**MEMBERSHIP**

The qualification of members and the manner of their admission to this not for profit corporation shall be provided for in the bylaws and shall apply to any applicant for membership.

**ARTICLE IX**  
**Duration of the corporation**

The duration of the corporation is perpetual unless dissolved according to law.

**ARTICLE X**

Notwithstanding any other provisions of these articles, the organization is organized exclusively for one or more of the purposes as specified in Section 501(c)(3) of the Internal Revenue Code of 1986, and shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under IRC 501(c)(3) or corresponding provisions of any subsequent law.

## ARTICLE XI

No part of the net earnings of the organization shall inure to the benefit of any member, trustee, director, officer of the organization, or any private individual (except that reasonable compensation may be paid for services rendered to or for the organization), and no member, trustee, or officer of the organization or any private individual shall be entitled to share in the distribution of any of the organization's assets on dissolution of the organization.

## ARTICLE XIII Corporation's Dissolution

In the event of dissolution, all of the remaining assets and property of the organization shall, after payment of all necessary expenses thereof, be distributed to organizations that qualify under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent Federal tax laws, or to the Federal government or State or local governments for a public purpose, subject to the approval of a Justice of the Supreme Court of the State of Florida.

## ARTICLE XIV NON STOCK BASIS

This corporation is organized under a non-stock basis.

The undersigned incorporator(s) has(have) executed these Articles of Incorporation this 20th day of April, 2000.

Signature(s) of Incorporator(s):

Steven E. Harris

[Signature]

[Signature]

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**CERTIFICATE OF DESIGNATION OF REGISTERED  
AGENT/REGISTERED OFFICE**

Pursuant to the provisions of section 617,0501, Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is: Wheels of Man, M.C., Inc., a not-for-profit corp.
2. The name and address of the registered agent and office is:

David A. Brener, Esq.

(Name)

23123 State Road 7, Suite 300-D

(Street address-P.O. Box or Mail Drop Box NOT acceptable)

Boca Raton, FL 33428

(City/State/Zip)

Having been named as 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.

David A. Brener  
Signature

4/20/2000  
Date