

NO1000000810

TRANSMITTAL LETTER

FILED
01 FEB -2 AM 11:37
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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-02/02/01--01133--025
*****78.75 *****78.75

SUBJECT: GAINESVILLE BMX INC.
(Proposed corporate name - must include suffix)

Enclosed is an original and one(1) copy of the articles of incorporation and a check for :

\$70.00
Filing Fee

\$78.75
Filing Fee &
Certificate of
Status

\$78.75
Filing Fee
& Certified Copy

\$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: RYAN KRAMER
Name (Printed or typed)

1105 FORT CLARKE BLVD #1108
Address

GAINESVILLE, FL 32606
City, State & Zip

352-392-0194 X129
Daytime Telephone number

NOTE: Please provide the original and one copy of the articles.

AP 2-5-01



Articles of Incorporation

ARTICLE ONE

ORGANIZATION

A. Name:

1. The name of this non-profit organization shall be:
Gainesville BMX Inc.

B. Principle Place of Business

1. The physical location of the BMX bicycle track will be: TBA as of 1/2/01
2. The mailing address shall be: Gainesville BMX
1105 Fort Clarke Blvd. Apartment #1108
Gainesville, FL 32606

ARTICLE TWO

CORPORATE NATURE

This is a non-profit corporation organized solely for general educational, recreational, and charitable purposes pursuant to the Florida Corporations Not for Profit Law set forth in chapter 617 of the Florida Statutes.

ARTICLE THREE

DURATION

The term of existence of the corporation is perpetual.

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ARTICLE FOUR

GENERAL AND SPECIFIC PURPOSES

The specific and primary purposes for which this corporation is formed is to foster the sport of the National Bicycle League's Bicycle Motocross Racing, and to operate a BMX bicycle racing program and facility.

ARTICLE FIVE

MEMBERSHIP

Membership in this organization shall be open to all who are over the age of 18 years and who actively participate in the promotion of BMX bicycle racing as sanctioned by the National Bicycle League at the Gainesville BMX track located in Gainesville, FL. In addition, a person will only be eligible for membership if that person has attended at least 4 regular meetings of the membership in the last 12 months.

ARTICLE SIX

MEETINGS

The Annual Membership meeting of the organization shall be held on the first Monday in August each and every year. The Secretary shall cause to be mailed to every member in good standing, at his address as it appears in the Membership Roll Book of the organization, a Notice telling the time and place of such annual meeting.

The regular meeting of this organization shall be held at least three additional times each year at a time and place to be designated by the Board of Directors.

The presence of not less than 33 1/2 of the members shall constitute a quorum and shall be necessary to conduct the business of this organization.

Special meetings of this organization may be called by the President when he deems it for the best interest of the organization. Notices of such meetings shall be mailed to all members at their address as they appear in the membership roll book, at least seven but not more than 30 days before the scheduled date set for such special meetings. Such notice shall state the reason that such meeting

has been called and the business to be transacted at such meeting, and by whom called.

At the request of a majority of the members of the Board of Directors or a majority of the members of the organization, the President shall cause a special meeting to be called, but such request must be made in writing at least seven days and not more than 30 days prior to the requested scheduled date.

No other business but that specified in the Notice may be transacted at such special meeting without the unanimous consent of all present at such meeting.

ARTICLE SEVEN

VOTING

At all meetings, except for the election of officers and directors, all votes shall be by voice, except that for election of officers and directors ballots shall be provided and there shall not appear any place on such ballot any mark or marking that might tend to indicate the person who cast such ballot.

At any regular or special meeting, if a majority so requires, any question may be voted upon in the manner and style provided for election of officers and directors.

ARTICLE EIGHT

ORDER OF BUSINESS

1. Roll Call
2. Reading of the minutes of the preceding meeting.
3. Reports of Committees.
4. Reports of Officers.
5. Elections of Officers and Directors (Annual Meeting)
6. Old and Unfinished Business
7. New Business

8. Good and Welfare.

9. Adjournments.

ARTICLE NINE

BOARD OF DIRECTORS

The business of this organization shall be managed by a Board of Directors consisting of three directors.

The directors to be chosen for the ensuing year shall be chosen at the annual meeting of this organization in the same manner and style as the officers of this organization and they shall serve for a term of one year.

The Board of Directors shall be responsible for the control and management of the affairs and business of this organization. Such Board of Directors shall only act in the name of the organization when it shall be regularly convened by its chairman, after due notice to all directors of such meeting. A majority of the members of the Board of Directors shall constitute a quorum and the meetings of the Board of Directors shall be held regularly on the first Saturday of each month, or more often at the discretion of the Board.

Each Director shall have one vote and such voting may not be done by proxy.

Vacancies in the said Board of Directors shall be filled by a vote of the majority of the remaining members of the Board of Directors for the balance of the year.

ARTICLE TEN

OFFICERS

The officers of the organization shall be as follows:

- 1) President and Chief Executive Officer: Ryan Kramer
1105 Fort Clarke Boulevard #1108
Gainesville, FL 32606
- 2) Vice President and Director of Competition: Chris Gelakoska
6201 SW 8th Ln
Gainesville, FL 32607

- 3) Secretary: Paul Otradovec
6130 NW 39th Ave
Gainesville, FL 32606
- 4) Treasurer: Paul Otradovec
6130 NW 39th Ave
Gainesville, FL 32606

PRESIDENT: The President shall preside at all membership meetings.

The President shall, by virtue of the office, be Chairman of the Board of Directors.

The President shall present at each annual meeting of the organization an annual report of the work of the organization.

The President shall appoint all committees, temporary or permanent.

The President shall see all books, reports and certificates as are required by law are properly kept or filed.

The President shall be one of the officers who may sign the checks or drafts of the organization.

The President shall have such other powers as may be reasonably construed as belonging to the Chief Executive of any organization.

VICE PRESIDENT: The Vice President shall, in the event of the absence of or inability of the President to exercise his office, become Acting President of the organization with all the rights, privileges and powers as if the Vice President had been duly executed President. The Vice President shall also be the Director of Competition at the Gainesville BMX Race Track with the responsibility for organizing and staging BMX races at Gainesville BMX Race Track as directed by the members and the Board of Directors. The Director of Competition will have the authority to delegate, on a monthly basis, some of this responsibility to interested members who shall act as Track Supervisors for a particular month.

SECRETARY: The Secretary shall keep the minutes and records of the organization in an appropriate manner.

It shall be the Secretary's duties to file any certificates required by statute, State or Federal.

The Secretary shall give and serve all notices to members of this organization.

The Secretary shall present to the membership, at any meetings, any communications addressed to the Secretary of the Organization.

The Secretary shall present to the Board of Directors any communications addressed to the Secretary of the Organization.

The Secretary shall attend to all correspondence of the organization and shall exercise all duties incident to the Office of Secretary.

The Secretary shall also act as Chief Registrar and Clerk of Course for Gainesville BMX Race Track and shall be responsible for complying with all requirements of the National Bicycle League, especially as those requirements relate to reporting the results of races at Gainesville BMX Race Track.

TREASURER: The Treasurer shall have the care and custody of all monies belonging to the organization and shall be solely responsible for such monies or securities of the organization. The treasurer shall cause to be deposited in a regular business bank or trust company, a sum not exceeding \$5,000.00 and the balance of the funds, in any, of the organization, shall be deposited in a savings bank except that the Board of Directors may cause such funds to be invested in such investments as shall be legal for a savings bank in the State of Florida.

The Treasurer must be one of the officers who shall sign checks or drafts of the organization. No special fund may be set aside that shall make it unnecessary for the treasurer to sign the checks issued upon it.

The Treasurer shall render, at stated periods, as the Board of Directors shall determine, a written account of the finances of the organization and such report shall be physically affixed to the minutes of such meeting.

The treasurer shall exercise all other duties incident to the office of treasurer.

One person may hold more than one office.

Officers shall, by virtue of their office, be members of the Board of Directors.

No Officer shall, for reason of his office, be entitled to receive any salary or compensation, but nothing herein shall be construed to prevent an officer or director from receiving any compensation from the organization for duties other than as a director or officer.

ARTICLE ELEVEN

EMPLOYEES

The Board of Directors shall hire and fix the compensation of any and all employees which they, in their discretion may determine, may be necessary in the conduct of the business of this organization.

ARTICLE TWELVE

COMMITTEES

All members of committees of this organization shall be appointed by the President and their term of office shall be for a period of one year or less if sooner terminated by the action of the President.

The permanent committees shall be:

1. Beginners Riders Committee.
2. Membership Committee.

ARTICLE THIRTEEN

FISCAL YEAR

The fiscal year of this organization shall be the calendar year.

ARTICLE FOURTEEN

AMENDMENTS

These By-Laws may be amended by a vote of two-thirds (2/3) of the membership at any annual, regular or special meeting of the Membership, provided that the substance of the proposed amendment shall have been stated

in the Notice of the Meeting. Any person proposing to Amend the By-Laws shall provide the substance of the proposed Amendments to the President or Secretary of the Association so that Notice of the Amendment may be included in the Notice of the Meeting.

Article Fifteen

Initial Registered Agent

The initial registered agent shall be:
Ryan Kramer.
1105 Fort Clarke Boulevard Apt# 1108
Gainesville, FL 32606

Article Sixteen


Incorporator

The incorporator for Gainesville BMX Inc. is:
Chris Gelakoska
6201 SW 8th Ln
Gainesville, FL 32607

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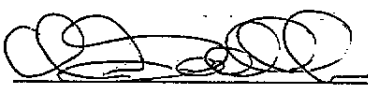
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Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Signature/Registered Agent

1/30/01
Date



Signature/Incorporator

01/30/01
Date