

NO1000001669

POST OFFICE BOX 22671
LAKE BUENA VISTA, FLORIDA 32830

(407) 828-3077
(407) 828-6015 (fax)
e-mail: tkatherer@mpinet.net

March 5, 2001

VIA FEDERAL EXPRESS

Department of State
Division of Corporations
409 East Gaines Street
Tallahassee, Florida 32399

400003802044--8
-03/06/01--01053--005
*****86.50 *****86.50

Re: **Unite Cyclists Orlando, Inc., a Florida not for profit corporation**

Dear Sir/Madam:

400003802044--8
-03/06/01--01053--006
*****1.00 *****1.00

Enclosed please find the following:

1. Original executed Articles of Incorporation for Unite Cyclists Orlando, Inc.;
2. Check No. 0235 made payable to the order of Florida Department of State in the amount of \$86.50, along with Check No. 9363 made payable to the order of Florida Department of State in the amount of \$1.00, as payment for:
 - (a) filing fee for new articles;
 - (b) fee for registered agent;
 - (b) fee for one (1) certified copy of articles; and
 - (c) fee for certificate of status.

Please process the enclosed documents and return the certified copies to the undersigned at the above address. Please do not hesitate to call should you have any questions. Thank you.

Yours very truly,

Thomas Katheder, Esq.

RECEIVED
TALLAHASSEE, FLORIDA
31 MAR -6 PM 4:35
FILED

Enclosures

ARTICLES OF INCORPORATION
OF UNITE CYCLISTS ORLANDO, INC.
A Florida Not For Profit Corporation

FILED
01 MAR - 6 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME

The name of the corporation shall be Unite Cyclists Orlando, Inc.

ARTICLE II - EXISTENCE

The existence of the corporation shall be perpetual.

ARTICLE III - PRINCIPAL PLACE OF BUSINESS

The principal place of business and mailing address of the corporation shall be as follows:

c/o Brett Park
15809 Watermill Court
Clermont, Florida 34711

ARTICLE IV - CORPORATE PURPOSE

The corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V - DIRECTOR APPOINTMENTS

The corporation shall be a non-membership corporation, with no shares authorized or to be issued, and shall be managed and governed by its board of directors. The method by which the board of directors shall be appointed or elected shall be set forth in the By-Laws of the corporation.

ARTICLE VI - INITIAL BOARD OF DIRECTORS

The names and addresses of the initial board of directors of the corporation are as follows:

Brett Park, <i>Chairperson</i>	15809 Watermill Court Clermont, Florida 34711
Zahid A. Buttar	3901 Ibis Drive Orlando, Florida 32803

Timothy Molyneux

413 S. Alderwood Street
Winter Springs, Florida 32708

ARTICLE VII - NO PRIVATE INUREMENT

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE VIII - INDEMNITY

The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (other than an action by or in the right of the corporation), by reason of the fact that the person is or was a director, officer, or nondirector volunteer of the corporation, or, while serving as a director, officer, or nondirector volunteer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees), judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, conviction, or in a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner that the person reasonably believed to be in or not opposed to the best interests of the corporation or its members and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

In addition to the foregoing, the corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, or nondirector volunteer of the corporation or, while serving as a director, officer, or nondirector volunteer of the corporation, is or was serving at the

request of the corporation as a director, officer, partner, trustee, employee, nondirector volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including attorney fees) and amounts paid in settlement actually and reasonably incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue, or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

ARTICLE IX - DISSOLUTION AND WINDING UP

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE X - AMENDMENTS


These Articles of Incorporation may be modified, altered, amended, or repealed, and new, amended or restated articles may be adopted, by the affirmative vote of a majority of the board of directors in accordance with the meeting, quorum and related procedures for action by the board of directors as set forth in the By-Laws.

ARTICLE XI - REGISTERED AGENT

The initial registered agent of the corporation is Brett Park, whose street address is 15809 Watermill Court, Clermont, Florida 34711.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation, hereby subscribes and sets forth his name and signature below for the purpose of duly organizing and causing to be formed the corporation as aforesaid.

INCORPORATOR:


Brett Park

Date: 3.3.01

ACCEPTANCE OF REGISTERED AGENT

Having been named as registered agent and designated to accept service of process for the above corporation, I hereby accept the appointment as registered agent and agree to act in that 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.



Brett Park

Date: 3-3-01

01 MAR -6 PM 4:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED