

TRANSMITTAL LETTER

NO1000001945

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

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-03/15/01--01070--022
*****78.75 *****78.75

SUBJECT: WOW Trails! 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: Steven A. Medina
Name (Printed or typed)

322 Yacht Club Drive, NE
Address

Fort Walton Beach, FL 32548
City, State & Zip

(850) 664-7856
Daytime Telephone number

01 MAR 15 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

SeB
3/20

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**ARTICLES OF INCORPORATION OF
WOW Trails! Inc.**

(A Florida Corporation Not-For-Profit)

FILED
01 MAR 15 AM 9:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I - NAME:

The name of this corporation is WOW Trails! Inc. (hereafter "Corporation").

ARTICLE II - DURATION:

The Corporation shall exist perpetually, commencing upon filing with the Secretary of State of these Articles of Incorporation.

ARTICLE III - PURPOSE:

The specific purposes for which this not-for-profit corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, and include, but are not limited to, supporting, promoting, and protecting recreation trail, bicycle, and pedestrian opportunities in Okaloosa and Walton Counties, Florida. This Corporation is organized on a non-stock basis pursuant to the provisions of Chapter 617, Florida Statutes.

ARTICLE IV - MEMBERSHIP:

Membership in the Corporation shall be established and regulated by the By-Laws of the Corporation.

**ARTICLE V - INITIAL PRINCIPAL OFFICE,
REGISTERED OFFICE AND AGENT:**

The street address of the initial principal office, mailing address, and initial registered office of the Corporation is: 322 Yacht Club Drive, NE, Fort Walton Beach, Florida 32548. The initial registered agent of the Corporation at that address is: Steven A. Medina.

ARTICLE VI - INITIAL BOARD OF DIRECTORS:

The Corporation shall have three (3) directors initially. The number of directors may be either increased or diminished from time to time as set forth in the By-Laws but shall never be less than three (3). The Directors shall be elected by the membership of the Corporation at its annual meeting or as prescribed in the By-Laws. The names and addresses of the initial Directors of the Corporation are:

<u>NAME</u>	<u>ADDRESS</u>
Rick Deal	414 Martinique Cove Niceville, Florida 32578
Nancy Westbrook	410 Whirlaway Court Crestview, Florida 32536
Steve Yozviak	1048 Tallokas Road Crestview, Florida 32536

ARTICLE VII - INCORPORATOR:

The name and address of the person signing these Articles as incorporator is as follows: Steven A. Medina, 322 Yacht Club Drive, NE, Fort Walton Beach, Florida 32548.

ARTICLE VIII - BY-LAWS:

A majority of the Members attending an annual meeting may adopt, amend, alter, or rescind By-Laws not inconsistent with these Articles for the conduct of the business of the Corporation. After the initial By-Laws are adopted by a majority vote of those Members attending the First Annual Meeting, a majority of a quorum of the Members shall be required at a special meeting called for the purpose of amending, altering, or rescinding the By-Laws, unless the meeting was requested by the Board of Directors.

ARTICLE IX - POWERS:

In order to promote the purposes of the Corporation, it may acquire property by grant, gift, purchase, devise or bequest, and hold, maintain, repair, improve and dispose of such property as the Corporation shall require for the benefit of its members and not for pecuniary profit, and it shall have all corporate powers enumerated in Chapter 617 of the Florida Statutes, which powers are specifically incorporated herein by reference.

The Corporation is further empowered to indemnify any directors or officers or former directors or officers of the Corporation, or any person who may have served at its request as a director or officer of another corporation, whether for profit or not-for-profit, against any liability, damages and expenses actually and necessarily incurred by him or her in connection with the defense of any action, suit or proceeding in which they are made a party by means of being or having been such director or officer except in relation to matters as to which he or she shall be adjudged in such action, suit or proceeding, to be liable for negligence or misconduct in the performance of his or her duty; but such indemnification shall not be deemed exclusive of any other rights to which such director or officer may be entitled, under any by-laws, agreements, vote of the Board of Directors or members, or otherwise.

ARTICLE X - AMENDMENT OF ARTICLES:

Upon proper notice, these Articles of Incorporation may be amended by a two-thirds (2/3) vote of a quorum of the Members at any regular or special meeting called for that purpose.

ARTICLE XI - CHARITABLE RESTRICTIONS AND LIMITATIONS:

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 III hereof.

B. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or participation in, or intervening in (including the publishing or distribution of statements) any political campaign for or against any candidate for public office.

C. Notwithstanding any other provisions of these Articles, this Corporation shall not carry on any other activities not permitted to be carried on by:

- (i) a not-for-profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statute; or,
- (ii) any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law; or,
- (iii) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE XII - DISTRIBUTION OF ASSETS UPON DISSOLUTION

Upon the dissolution of this Corporation, all of its assets, remaining after payment of all costs and expenses of such dissolution, shall be distributed to organizations which themselves are exempt as organizations described under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to the Federal Government, or to a State or local government, for a public purpose, and none of the assets shall be distributed to any member, officer, or Director of the Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 12 day of March, 2001 for the purpose of forming this corporation not-for-profit under the laws of the State of Florida.

WITNESS:

INCORPORATOR:

Kursten Fry
Print Name: Kursten Fry

By: Steven A. Medina
Steven A. Medina FLD# M.350-781-59-385-D

CERTIFICATE OF ACCEPTANCE OF DESIGNATION AS INITIAL REGISTERED AGENT

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

By: Steven A. Medina
Steven A. Medina FLD# M.350-781-59-385-D
Initial Registered Agent

STATE OF FLORIDA
COUNTY OF OKALOOSA

The foregoing instrument was acknowledged before me this 12 day of March, 2001, by Steven A. Medina who is personally known to me or who has produced FLDL# M.350-781-59-385-D for identification and who did not take an oath.

Mary L. Bonck
NOTARY PUBLIC
My Commission Expires:

