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July 26, 2001

Secretary of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, FL 32399

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-07/30/01--01056--028

RE: National Biker Vendors Association, Inc.

\*\*\*\*\*78.75 \*\*\*\*\*78.75

Dear Sir or Madam:

Enclosed please find the original Articles of Incorporation for the above-named entity. Please file the original and provide us with a certified copy. I have enclosed a check in the amount of \$78.75 made payable to the Secretary of State for filing fees.

Should you have any questions, or any problems, please do not hesitate to contact me at (877) 258-7473. Thank you for your assistance.

Sincerely,

*Nancy Swift*

Nancy Swift  
Assistant to  
GAYLE S. GRAZIANO

Enclosures

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

PS  
7/30/01

**ARTICLES OF INCORPORATION  
OF**

FILED  
01 JUL 27 PM 3:10  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**NATIONAL BIKER VENDORS ASSOCIATION, INC.**

The undersigned incorporators, for the purpose of forming a not-for-profit corporation under the laws of the State of Florida, hereby adopt(s) the following Articles of Incorporation.

**ARTICLE I - NAME**

The name of the corporation shall be **NATIONAL BIKER VENDORS ASSOCIATION, INC.**, hereinafter referred to as the "Corporation".

**ARTICLE II  
DURATION**

The Corporation shall have perpetual existence unless terminated or dissolved pursuant to the provisions of the Bylaws. In the event of termination or dissolution of the Corporation, Article X shall govern the distribution of assets of the Corporation.

**ARTICLE III  
PURPOSES**

The Corporation is organized under the provisions of Chapter 617, Florida Statutes, relating to corporations, not-for-profit, for the following *charitable, educational and scientific purposes*:

- (a) To carry on any educational activities relating to the biker vendors.
- (b) To solicit and receive funds, gifts, endowments, donations, devises and bequests. Any fundraising monies or dues shall be used solely for the perpetuation and

operation of the Corporation and educational activities related thereto.

(c) To exercise, without limitation, all the powers enumerated in Florida Statutes, Section 617.0302, as it now exists or as subsequently amended or superseded, and to perform such acts and to have such powers as shall be desirable and necessary in furtherance of any of the powers hereinabove enumerated which are not in delegation of the laws of the State of Florida.

(d) To conduct and provide such other programs, activities and services as are necessary, incident, or pertaining to the foregoing purposes of the Corporation.

(e) To assist charitable organizations whose primary purpose in carrying out their duties is the provision of education.

The Corporation is organized exclusively for charitable, educational, and scientific purposes, as a not-for-profit corporation, within the meaning of Section 501, of the Internal Revenue Code of 1986, as amended (the "Code"), and its activities shall be conducted for such purposes in such a manner that no part of its net earnings shall inure to the benefit of any member, director, officer or individual. In addition, the Corporation shall be authorized to exercise the powers permitted not-for-profit corporations under Chapter 617, Florida Statutes; provided, however, that the Corporation while exercising any one or more powers shall do so in furtherance of the charitable, educational and scientific purposes for which it has been organized as described in Section 501 of the Code. All of the assets and earnings of the Corporation shall be used exclusively for the charitable, educational and scientific purposes herein above set forth, including the payment of expenses incidental thereto, and all of the powers of the Corporation shall be exercised exclusively for such purposes. No part of the Corporation's activities shall enure to the

benefit of any individual and no substantial part of its activities shall be for the carrying on of a program of propaganda or for influencing legislation nor shall it participate in any political campaign on behalf of any candidate for public office. The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxation under Section 501 of the Code, or any organization to which contributions are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV MEMBERSHIP**

The qualifications for members of the Corporation and the manner of their admission to the Corporation shall be as regulated by the Bylaws of the Corporation.

#### **ARTICLE V REGISTERED OFFICE AND AGENT**

The initial street address of the principal office of the Corporation shall be **420 N. Beach Street, Daytona Beach, FL 32114**, and the name and address of the registered agent of the Corporation is **LORETTA M. O'BRIEN** at 4252 Acorn Avenue, Bunnell, Florida 32110.

The Board of Directors may, from time to time, move the registered office to any other address in the State of Florida or designate a new registered agent.

#### **ARTICLE VI BOARD OF DIRECTORS**

Section 1. Authority of Board; Number of Directors. The property, affairs, business and operation of the Corporation shall be managed by a Board of Directors. The

Board of Directors shall carry out the purposes of the Corporation in compliance with the Articles of Incorporation and the Bylaws of the Corporation. The initial Board of Directors shall consist of three (3) persons. The following persons shall constitute the initial Board of Directors and shall serve until their successors are elected or appointed:

	<u>NAME</u>	<u>ADDRESS</u>
1.	Loretta M. O'Brien	4252 Acorn Avenue Bunnell, FL 32110
2.	Linda F. Burby	715 Largo Way South Daytona, FL 32119
3.	Michael C. Walcutt	520 W. International Speedway Blvd. Daytona Beach, FL 32114

The number of directors may be increased or decreased as provided in the Bylaws of the Corporation. The method of election of directors shall be stated in the Bylaws of the Corporation. The terms of the office of each director and the manner of their election or appointment shall be as specified in the Bylaws of the Corporation.

Section 2. Compensation. Directors shall not be compensated for the performance of their duties as directors but shall be reimbursed for their expenses incurred in the performance of their duties as directors in accordance with the Bylaws of the Corporation.

## **ARTICLE VII**

### **INCORPORATOR(S)**

The name(s) and residence(s) of the incorporator(s) of the Corporation is/are as follows:

**NAME****ADDRESS**

Michael C. Walcutt

520 W. International Speedway Blvd.  
Daytona Beach, FL 32114

**ARTICLE VIII**  
**ADOPTION AND AMENDMENT TO THE BYLAWS**

The Board of Directors shall adopt Bylaws for the Corporation and may from time to time modify, alter, amend or rescind the same by a majority vote of the members of the Board of Directors present at any regular or special meeting at which a majority of Directors is present, provided a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days before the meeting at which a vote upon such proposal was taken. This fifteen (15) day notice requirement may be waived in writing by any Director. Alternatively, if the members of the Board of Directors unanimously sign a written statement or statements manifesting their intention that an amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

**ARTICLE IX**  
**AMENDMENTS TO THE ARTICLES OF INCORPORATION**

The Board of Directors may amend, alter or repeal any provision of these Articles of Incorporation. Such amendment may be proposed by any voting Director but such proposal shall be adopted only upon a majority vote of the members of the Board. Such amendment, however, shall not be valid or effect unless a copy of the proposed amendment shall have been submitted in writing to each Director at least fifteen (15) days

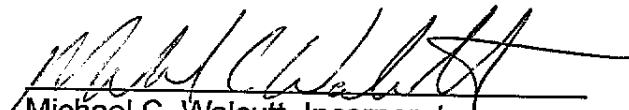
before the meeting at which a vote upon such proposal was taken. This fifteen (15) day notice requirement may be waived in writing by any Director. Alternatively, if the members of the Board of Directors unanimously sign a written statement or statements manifesting their intention that the amendment to the Articles of Incorporation be adopted, then the amendment shall thereby be adopted without the necessity of the fifteen (15) day notice.

### **ARTICLE X** **DISSOLUTION**

Upon dissolution of the Corporation, all of its assets remaining after the payment of all costs and expenses of such dissolution, and after adequate provision has been made for the discharge or assumption of its liabilities, shall be distributed to another entity selected by the Corporation's Board of Directors which is exempt from tax as a charitable or educational organization under Section 501(c)(3), of the Internal Revenue Code. Said remaining assets shall be distributed to be used exclusively for a public purpose, and none of the assets will be distributed upon such termination to any members, officers or directors of the Corporation.

**IN WITNESS WHEREOF**, we do make and file these Articles of Incorporation hereby declaring and certifying under oath that the facts set forth herein are true, and we accordingly set our hands and seals at Daytona Beach, Florida on the dates indicated below.

DATE: 9/19/01

  
Michael C. Walcutt, Incorporator

STATE OF FLORIDA  
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on this 19<sup>th</sup> day of July, 2001, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, MICHAEL C. WALCUTT, who is a) \_\_\_\_\_ personally known to me; or b) X produced Ohio Driver's Lic as identification, and who executed these Articles of Incorporation under oath, and they acknowledged before me that he executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Daytona Beach, Volusia County, Florida, this 19<sup>th</sup> day of July, 2001.

Nancy J. Swift  
Notary Public - State of Florida at Large  
My Commission Expires:



Nancy J. Swift  
MY COMMISSION # CC910378 EXPIRES  
February 14, 2004  
BONDED THRU TROY FAIN INSURANCE, INC.



STATE OF ~~FLORIDA~~ KENTUCKY  
COUNTY OF ~~WALTON~~

I HEREBY CERTIFY that on this 19th day of July, 2001, personally appeared before me, an officer duly authorized to administer oaths and take acknowledgments, **LORETTA M. O'BRIEN**, who is a) \_\_\_\_\_ personally known to me; or b) ☒ produced Driver's license as identification, and who executed these Articles of Incorporation under oath, and they acknowledged before me that they executed the same for the purposes therein expressed.

WITNESS my hand and official seal at Shugart Lenion  
County, ~~Florida~~, this 19th day of July, 2001.  
Kentucky

NOTARY PUBLIC

Kelley Alloway  
State of ~~Florida~~ at Large Ky  
My Commission Expires: 10.23.04

**CERTIFICATE OF DESIGNATING PLACE OF BUSINESS  
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN  
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED**

Pursuant to Chapter 617.0501, Florida Statutes, the following is submitted in compliance with said Act:

**NATIONAL BIKER VENDORS ASSOCIATION, INC.**

is a corporation existing under the laws of the State of Florida with its principal office at 420 N. Beach Street, Daytona Beach, County of Volusia, State of Florida, and has designated **LORETTA M. O'BRIEN** located at 4252 Acorn Avenue, Bunnell, Flagler County, Florida 32110, as its agent to accept service of process within this state.

**ACKNOWLEDGMENT**

Having been named to accept service of process for the above stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said principal office.

Dated this 19 day of July, 2001.

  
LORETTA M. O'BRIEN, Registered Agent

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TALLAHASSEE, FLORIDA