

BENITEZ & BUTCHER, P.A.
ATTORNEYS AND COUNSELORS AT LAW
1223 East Concord Street
Orlando, Florida 32803
Tel. (407) 894-5000
Facsimile (407) 896-8061

NO10000008375

MEMORANDUM
FROM VICTORIA ROBERTS
LEGAL ASSISTANT TO ROGER B. BUTCHER

November 19, 2001

TO: Secretary of State
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

RE: Article of Incorporation
Warlocks MC of Hernando County

600004692986--3
-11/26/01--01046--010
*****87.50 *****87.50

Dear Sir/madam:

Enclosed, please find the Articles of Incorporation (Not for Profit) for Warlocks MC of Hernando County, as well as the appropriate filing fee for same.

Very truly yours,

Victoria Roberts

Victoria Roberts
Legal Assistant

cc: file
enc.

01 NOV 26 PM 3:39
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PS 11/29/01

ARTICLES OF INCORPORATION

OF

THE WARLOCKS M.C. OF HERNANDO COUNTY, FLORIDA, INC.

FILED

01 NOV 26 PM 3:39

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a Corporation under the Florida Not For Profit Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE ONE

The name of this corporation shall be *THE WARLOCKS M.C. OF HERNANDO COUNTY, FLORIDA, INC.*

ARTICLE TWO

The period of its duration is perpetual.

ARTICLE THREE

The purpose is to engage in any activity permitted under the laws of the United States and the State of Florida as to Corporations Not For Profit, to provide a social and fraternal brotherhood for its members

ARTICLE FOUR

The corporation shall have a Board with a minimum of four (4) Directors designated as Officers: A President, a Vice-President, a Secretary, and a Treasurer. The initial Board of Directors shall be named by the Incorporator, signed below, and shall so remain until the next annual meeting. Thereafter, the Board of Directors shall be elected by the Members as set forth herein and shall serve annual terms until the next annual meeting. All corporate powers shall be exercised by or under the authority of the Board of Directors in conformity with the law, these Articles and the By-Laws to be promulgated and as amended from time to time. Each Director/Officer shall have those powers and obligations as set forth in the By-Laws of the Corporation.

ARTICLE FIVE

Any action required or allowed to be taken by the Board of Directors or by the Members shall be taken in conformity with these Articles and the By-Laws to be promulgated. The Corporation reserves the right to amend these Articles and to promulgate and amend its By-Laws by majority vote of the Board of Directors.

ARTICLE SIX

MEMBERS: The Corporation shall have one (1) class of members. The Corporation may issue Certificates of Membership or Identification Cards to each member designating each member's status, and shall maintain a membership book containing, in alphabetical order, the name and address of each member.

COMMENCEMENT OF MEMBERSHIP: The Board of Directors may specify persons to become Members of the Corporation. Alternatively, any Member may sponsor a person as a pledge for membership, subject to the approval of the Chapter President. Such prospective member shall serve a probationary period for a period of time deemed appropriate by the Officers and Members of the Corporation. After the probationary period, the Members of that Chapter shall vote concerning the acceptance of that person as a Member, and the vote must be unanimous. Any patch, insignia or other items furnished to the Probationary Member remains the property of the Corporation and must be returned as set forth herein below in the same manner as same would be required after termination of membership. Probationary Members are not to be considered as Members of the Corporation until voted in by the other Members, and Probationary Members shall not be entitled to vote.

DUES: Members shall be subject to the payment of dues and assessments as established or imposed from time to time by the Board of Directors. All dues and assessments imposed, and any funds received by the Corporation from any source, shall be used to further or benefit the Corporation and its purposes and for the benefit of its members in conformance with the purposes of the Corporation, or for such other purposes as allowed by Law. All payments of dues, assessments, and all donations or income of monies, services, materials, or otherwise received by the Corporation shall be final and non-refundable, and shall not confer any benefit to any Member other than maintaining that Member's status of membership.

VOTING RIGHTS: Each Member in good standing of the Corporation shall be entitled to one (1) vote to elect the Board of Directors. Each Member shall likewise be entitled to one (1) vote for the purpose of

electing the officers or directors of the Corporation or for establishing or terminating any Member's membership. Only Members of the Corporation in good standing may vote; suspended Members may not vote.

MEETINGS: The Corporation shall have one (1) annual meeting in which all Members are entitled to participate and vote. The President or the Board of Directors shall be entitled to call that annual meeting or such other meetings of Members or Officers at will, with or without notice.

QUORUMS: A Quorum for actions taken by the Board of Directors at a regular or special meeting shall be a majority of the Board of Directors. The Directors shall be deemed present at any meeting if a conference by telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other is used, so long as all parties to the communication are aware that the Board of Director's meeting is called to order. A Quorum for electing the Board of Directors shall be a majority of all Members. A Quorum for voting for Members and Chapter affairs allowed to be voted upon by the By-Laws and allowed by Law shall be a majority of the Members. Any actions or resolutions taken or rejected shall be approved by a majority vote of the Quorum. Lawful proxies of Members shall be included to establish a Quorum as if that Member were present.

PATCHES AND INSIGNIA: Each member in good standing shall be entitled to the use of the club logo, which shall be called a "Patch," which shall be a graphic image of a "Phoenix," a "Top Rocker" designating the name "Warlocks," and a "Bottom Rocker" designating a Member's status or geographical area, or lack thereof, all in a form approved by the Board of Directors. Other patches and insignia may be promulgated and distributed by the Corporation or its Chapters from time to time as may be approved by the Board of Directors or by the officers or directors of the individual Chapters. No Member shall wear a patch or insignia that denotes the term "1%" or "1%er". Any and all patches and insignia, of any kind, including without limitation Certificates of Membership, Membership cards, flags, banners, drawings, paintings, photographs, and business or identification cards distributed by or under the authority, grant, loan, or approval of the Corporation or its Chapters, officers or directors shall remain the sole property of the Corporation and

shall be returned to the Corporation, whether or not that Member's membership has been suspended or terminated, upon demand of the Board of Directors, upon the demand of the officers or directors of that Member's Chapter, upon a majority vote of a quorum of all Members of that Member's Chapter, upon a majority vote of all National Members and Chapter Members, or upon demand of the National President, the President of that Member's Chapter, or upon demand of a designee holding an office of enforcement for decisions made by the above. Said items must be returned to the Corporation automatically and immediately by any Member/Former Member whose membership is terminated.

RETIRED MEMBERS: Members who are allowed by the Board of Directors to retire in good standing from the Corporation shall be entitled to such benefits as may be conferred to them by the By-Laws of the Corporation from time to time. Retired Members shall not be entitled to vote.

LIFE MEMBERS: Persons who have been Members in good standing for ten (10) years or longer shall be entitled to such benefits as may be conferred to them by the By-Laws of the Corporation from time to time.

PROPERTY PATCHES: Each Member shall be entitled to the use of a patch in a form approved in the By-Laws of the Corporation to identify that Member's significant other, but said patch shall remain the property of the Corporation and shall be returned to the Corporation as any other patch or insignia as set forth in these Articles.

SUSPENSION OF MEMBERSHIP: Any Member's status may be suspended by the Board of Directors or by the President of Corporation. A suspended Member shall not be entitled to vote. Membership may be so suspended for cause, including, without limitation, failing to maintain a functional motorcycle or the lawful ability to ride a motorcycle, non-payment of dues or assessments, commission of a crime, involvement or attempted involvement of other Members in unlawful activities, disobedience of or disrespect to an officer or director of the Corporation, disrespect of other members, or such other misfeasance or malfeasance as may be set forth in the By-Laws of the Corporation. A suspended member shall be entitled to

present his case, defenses, or mitigating circumstances at the next scheduled meeting of the members of the Corporation or at the next scheduled meeting of the Board of Directors.

TERMINATION OF MEMBERSHIP: Any Member may terminate that Member's membership at any time. Each Member's status is subject to termination by a majority vote of the Board of Directors, upon a majority vote of a quorum of all Members, or as provided by Law or by the By-Laws of the Corporation. Upon termination of membership, all Corporation property shall be immediately returned to the Corporation. Membership is subject to termination in accordance with these Articles, or in accordance with the By-Laws of the Corporation, at any time, with or without cause. All rights and privileges of a Member's membership shall cease upon termination of membership. Such termination shall be reflected in the membership book of the Corporation.

ARTICLE SEVEN

The corporation shall not pay dividends nor distribute income to any officer, director, or Member, but may pay compensation in a reasonable amount to its members, directors, or officers for services rendered, may confer benefits upon its members in conformity with the purposes of the Corporation, and confer such benefits as may be allowed by Law for a Florida Corporation Not For Profit.

ARTICLE EIGHT

The power to adopt, alter, amend or repeal the by-laws of this corporation or these Articles of Incorporation shall be vested in the Board of Directors.

ARTICLE NINE

The date the corporate existence of this corporation shall commence shall be the date these articles are filed with the Florida Secretary of State.

ARTICLE TEN

The name of the Incorporator signing these Articles of Incorporation is:

Kevin Dupree


FILED
01 NOV 26 PM 3:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE ELEVEN

The name of the initial registered agent and the address of the initial registered office is also the principal address of the corporation and is as follows:

Kevin Dupree
15465 Wiscon Road
Brooksville, Florida 34613

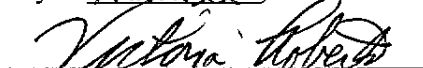
IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation this 19th day of November 2001.

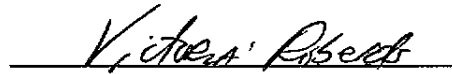

Kevin Dupree, Incorporator

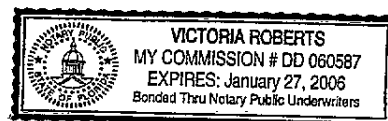
STATE OF FLORIDA
COUNTY OF ORANGE

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared to me Kevin Dupree who is personally known to me or who has produced Florida DL D16050036 409 as identification and who did/did not take an oath, and who executed the foregoing Articles of Incorporation, and acknowledged before me that the facts contained therein are true and correct.

WITNESS my hand and official seal in the County and State last aforesaid this 19th day of November, 2001


NOTARY PUBLIC



Printed or Typed Name of Notary
My commission expires:



(Seal)

REGISTERED AGENT

I hereby accept the appointment as Registered Agent for the above-named corporation.


KEVIN DUPREE
15465 Wiscon Road
Brooksville, Florida 34613