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FLORIDA NON-PROFIT CORPORATION

POMPADA VELO, INC.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
POMPADA VELO, INC.**

THE UNDERSIGNED hereby associate themselves for the purpose of forming a corporation not-for-profit under and pursuant to Chapter 617, Florida Statutes (2002) and do certify as follows:

**ARTICLE I
NAME**

The name of this corporation is POMPADA VELO, INC. The corporation is sometimes referred to herein as the "Corporation".

**ARTICLE II
DEFINITIONS**

All terms used herein are to have the same meaning as said terms have in the By-Laws of the Corporation and any amendments thereto, subject to definitions set forth in Florida law.

**ARTICLE III
PRINCIPAL OFFICE AND MAILING ADDRESS**

The street address of the initial principal office of the Corporation is: 417 S. Federal Highway, Stuart, FL 34994. The initial mailing address of the Corporation is: 417 S. Federal Highway, Stuart, FL 34994.

**ARTICLE IV
REGISTERED OFFICE AND AGENT**

The street address of the Corporation's initial registered office and the name of its initial registered agent at that address are as follows:

Lawrence E. Crary III 555 Colorado Avenue
Stuart, Florida 34994

Prepared by:
Lawrence E. Crary III, Esquire
555 Colorado Avenue
Stuart, Florida 34994
(772) 287-2600
Fla. Bar No.: 250414

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ARTICLE V OBJECTS, PURPOSES AND POWERS

Section 1. The purpose of the corporation is to form a bicycle racing club to provide a basis for training, coaching, supporting, guiding and equipping racing cyclists, particularly junior and women cyclists, to promote rider development, to enable cyclists to reach their highest potential, including training for U.S. national and Olympic cycling teams and to engage in any other activity which further these purposes or are ancillary or incident thereof, and to engage in other activities permitted for non-profit corporations under the laws of the State of Florida, any other state and the United States.

Section 2. The purposes for which the corporation is organized are exclusively as a club organized for pleasure, recreation and other nonprofitable purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1996 or the corresponding provision of any future United States Internal Revenue law.

Section 3. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under section 501(c)(7) of the Internal Revenue Code of 1996 or the corresponding provision of any future United States Internal Revenue law.

Section 4. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(7) of the Internal Revenue Code of 1996, or 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 the State Court having jurisdiction in 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.

Section 5. The corporation shall have the power to do all things necessary and proper to carry out and accomplish the above objects and purposes and of such other objects and purposes as are deemed necessary or proper by its Directors. The Corporation shall have all of the powers of a Corporation not-for-profit organized and existing under the laws of the State of Florida, and all the powers reasonably necessary to implement the powers of the Corporation.

ARTICLE VI MEMBERS

Section 1. The Members of this Corporation shall consist of those persons who apply for membership on the forms and under the terms prescribed by the Board of Directors and who pay the prescribed dues as established by the Board of Directors from time to time.

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Section 2. Membership of this Corporation cannot be assigned, hypothecated or transferred in any manner.

ARTICLE VII TERM

This Corporation shall exist perpetually.

ARTICLE VIII BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by a Board of Directors consisting of not less than three (3) Directors. The first Board of Directors shall consist of three (3) members. The Board of Directors shall be elected by the Members of the Corporation entitled to vote as provided in the By-Laws of the Corporation. The names and addresses of the first Board of Directors who shall hold office until the first annual meeting and thereafter until their successors are elected and have qualified, are as follows:

<u>Name</u>	<u>Address</u>
John F. Silvia III	417 S. Federal Highway Stuart, FL 34904
Kevin Braley	3046 SE Glasgow Dr. Stuart, FL 34997
Shane Braley	3046 SE Glasgow Dr. Stuart, FL 34997

ARTICLE IX OFFICERS

The officers of the Corporation shall consist of a President, a Secretary and a Treasurer, and, if the Board of Directors so desires, one or more Vice-Presidents. The officers of the Corporation shall be elected by the Board of Directors of the Corporation in accordance with the provisions of the By-Laws of the Corporation. Any two (2) or more offices may be held by the same person, except the offices of President and Secretary. Officers, except for the President and Secretary, need not be members of the Board of Directors. The initial officers are:

John F. Silvia III	President
Kevin Braley	Secretary
John F. Silvia III	Treasurer

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ARTICLE X
INDEMNIFICATION

Every Director and every officer of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees reasonably incurred by or imposed by him in connection with any proceeding to which he may be a party, or in which he may become involved, by reason of his being or having been a Director or officer of the Corporation, or any settlement thereof, whether or not he is a Director or officer at the time such expenses are incurred, except in such cases wherein the Director or officer is adjudged guilty of willful misfeasance or malfeasance in the performance of his duties; provided that in the event of a settlement, the indemnification herein shall apply only when the Board of Directors approves such settlement and reimbursement as being for the best interest of the Corporation. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such Director or officer may be entitled.

ARTICLE XI
AMENDMENT OF ARTICLES

These Articles may be amended by an affirmative vote of two-thirds (2/3) of the Members of the Corporation entitled to vote.

ARTICLE XII
BY-LAWS

The Corporation shall adopt By-Laws governing the conduct of the affairs of the Corporation. The By-Laws shall be altered, amended, or rescinded as provided in the By-Laws by the affirmative vote of two-thirds (2/3) of the Members of the Corporation present at any annual or special meeting of the Members.

ARTICLE XIII
INCORPORATOR

The name and address of the incorporator of these Articles of Incorporation is as follows:

John F. Silvia III
417 S. Federal Highway
Stuart, FL 34997

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IN WITNESS WHEREOF, the incorporator has hereunto set his hand and caused these Articles of Incorporation to be executed this 26th day of September, 2003.


John F. Silva III

STATE OF FLORIDA
COUNTY OF MARTIN

The foregoing instrument was acknowledged before me this 26th day of September, 2003, by John F. Silva III (PLEASE CHECK ONE OF THE FOLLOWING) ☒ who is personally known to me or ☐ who has produced _____ (TYPE OF IDENTIFICATION) as identification and who (PLEASE CHECK ONE OF THE FOLLOWING) ☐ did or ☒ did not take an oath. He/She subscribed the above Articles of Incorporation, and he did freely and voluntarily acknowledged before me according to law that he made and subscribed the same for the uses and purposes therein mentioned and set forth.

(SEAL)




Maritza Polanco (Print Name)
NOTARY PUBLIC
My Commission Expires: 5/4/07

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ACKNOWLEDGMENT AND ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-stated Corporation, at the place (i.e., registered office) designated in the Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of said Act relative to keeping open said place (registered office).


Lawrence E. Crary III