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ACCOUNT NO. : 072100000032		
REFERENCE: 634227 7504565		
AUTHORIZATION: Darbehand		
COST LIMIT : \$ 70.00		
ORDER DATE: October 4, 2005		
ORDER TIME : 11:19 AM		
ORDER NO. : 634227-001		
CUSTOMER NO: 7504565		
DOMESTIC FILING		
NAME: CYCLING FOR CANCER, INC.		
EFFECTIVE DATE:		
XX ARTICLES OF INCORPORATION CERTIFICATE OF LIMITED PARTNERSHIP ARTICLES OF ORGANIZATION		
PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:		
CERTIFIED COPY  XX PLAIN STAMPED COPY CERTIFICATE OF GOOD STANDING		
CONTACT PERSON: Darlene Ward - EXT. 2935		
EXAMINER'S INITIALS:		

# ARTICLES OF INCORPORATION

In Compliance with Chapter 617, F.S., (Not for Profit)

#### ARTICLE I NAME

Carrier .

The name of the corporation shall be:

CYCLING FOR CANCER, INC.

### ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be:

6056 NW 40th Street, Coral Springs, FL 33067

#### ARTICLE III PURPOSE

The purpose for which the corporation is organized is:

To provide an avenue for competitive sport, promote cycling to the community and support local and national charities with funds raised from events.

# ARTICLE IV MANNER OF ELECTION

The manner in which the directors are elected or appointed:

As indicated in the by-laws.

# ARTICLE V INITIAL DIRECTORS AND/OR OFFICERS

List name(s), address(es) and specific title(s):

Bret P. Hoffer

Vinnie Tamburello

6056 NW 40th Street, Coral Springs, FL 33067 1620 E. Sample Road, Pompano Beach, FL 33064

Ezio Tamburello

1620 E. Sample Road, Pompano Beach, FL 33064

# ARTICLE VI INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301

## ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Bret P. Hoffer

6056 NW 40th Street, Coral Springs, FL 33067

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

Corporation Service Company

Cynthia L. Harris

Signature/Registered Agent

as its agent

11/23/05 Date 10/29/05

Signature/Incorporator

Bret P. Hoffer, Incorporator

Said organization 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 corresponding section of any future federal tax code.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, 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 in the purpose clause of the certificate of incorporation. 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 any candidate for public office. Notwithstanding any other provision of this certificate, 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 of 1986, as amended (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code, 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.