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06 FEB 10 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FL 32301

T. Burch FEB 15 2006

## COVER LETTER

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

SUBJECT: The Cycle Center of Tampa Bay, 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: Melissa McZell  
Name (Printed or typed)

2301 E Colby Lane  
Address

Tampa, FL 33612  
City, State & Zip

813 971 -1428  
Daytime Telephone number

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

FILED  
06 FEB 10 PM 2:47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION  
OF  
The Cycle Center of Tampa Bay Inc  
A Florida "Not for Profit" Corporation**

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

**ARTICLE I  
NAME/REGISTERED OFFICE**

NAME OF CORPORATION: The name of the corporation shall be The Cycle Center of Tampa Bay Inc

PRINCIPAL OFFICE: The principal office of the corporation is located at 2301 E Colby Lane Tampa fl 33612

MAILING ADDRESS: The mailing address of the corporation is 2301 E Colby Lane Tampa FI 33612.

REGISTERED AGENT: The name of the registered agent of the corporation is Melissa L. McZell The address of this registered agent is 2301 E Colby Lane Tampa, FI 33612

**ARTICLE II  
PURPOSE**

This corporation is organized exclusively for charitable and educational purposes more specifically to education. To this end, the corporation shall at all times be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, 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 of 1986, as now enacted or hereafter amended. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

**ARTICLE III  
EXEMPTION REQUIREMENTS**

At all times shall the following operate as conditions restricting the operations and activities of the corporation:

1. The corporation shall not afford pecuniary gain, incidentally or otherwise to its members. No part of the net earnings of this corporation shall inure to the benefit of any member of the corporation, except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes. Such net earnings, if any, of this corporation shall be used to carry out the nonprofit corporate purposes set forth in Article II above.
2. No substantial part of the activities of the corporation shall constitute the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and the corporation shall not participate in, or intervene in (including by publication or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
3. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended.

**ARTICLE IV  
DURATION**

The period of duration is perpetual. The qualification for members, if any and the manner of their admission shall be regulated by the bylaws.

**ARTICLE V**  
**MEMBERSHIP/BOARD OF DIRECTORS**

The corporation shall have one or more classes of members, as provided in the corporation's bylaws. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. OR The corporation shall have no members. The management of the affairs of the corporation shall be vested in a Board of Directors, as defined in the corporation's bylaws. No Director shall have any right, title, or interest in or to any property of the corporation. The number of Directors constituting the first Board of Directors is four, their names and addresses being as follows:

Melissa L. McZell, Chair 2301 E Colby Lane Tampa, FL 33612.  
Deborah Garcia, Vice Chair and Secretary 19101 Sunlake Blvd. Lutz, FL 33558  
Arlene McZell, Treasurer 13150 119<sup>th</sup> ST North Largo, FL 33778.

Members of the first Board of Directors shall serve until the first annual meeting, at which their successors are duly elected and qualified, or removed as provided in the bylaws

**ARTICLE VI**  
**PERSONAL LIABILITY**

No (member) officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the (members) officer, or Directors be subject to the payment of the debts or obligations of this corporation.

**ARTICLE VII**  
**DISSOLUTION**

At the time of dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under Section 170(c)(1) or (2) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, in such manner as the Board of Directors shall determine.

**INDEMNIFICATION**

Any person (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him (or by his heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

**EXECUTION**

**ARTICLE VIII  
INCORPORATOR(S)**

The incorporator(s) of this corporation is/are: Melissa L. McZell, Deborah Garcia, and Arlene McZell  
The undersigned incorporator(s) certify(ies) that she/he/they execute(s) these articles for the purposes herein stated.

These Articles of Incorporation are hereby executed by the incorporators on this 4 day of Feb, 2006

Melissa L. McZell  
Melissa L. McZell

Deborah Garcia  
Deborah Garcia

Arlene McZell  
Arlene McZell

STATE OF FLORIDA  
COUNTY OF Hillsborough

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 Melissa McZell, Deborah Garcia and Arlene McZell who is either personally known to me or who produced a valid Florida Driver's license, executed the foregoing instrument as incorporator (or the agent of the incorporator) and acknowledged before me that he or she executed the same.

WITNESS my hand and official seal in the County and State last aforesaid this 4<sup>th</sup> day of February, 2006

Shannon N. Barnett

NOTARY PUBLIC STATE OF FLORIDA  
My Commission Expires:



**REGISTERED AGENT'S  
ACCEPTANCE OF APPOINTMENT**

I hereby accept my appointment as registered agent for The Cycle Center of Tampa Bay Inc a Florida not for profit corporation.

Melissa L. McZell  
Melissa L. McZell

2/4/06  
Date



Shannon N. Barnett  
(Notary)