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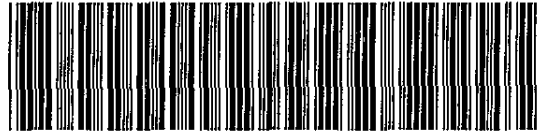
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

T. Burch APR 12 2006

**SHUTTS  
&  
BOWEN  
LLP**

ATTORNEYS AND COUNSELLORS AT LAW

April 4, 2006

Florida Department of State  
Division of Corporations  
409 E. Gaines Street  
Tallahassee, Florida 32399

**RE: Articles of Incorporation of Bicycle League of Miami, Inc.**

Dear Sir or Madam:

Enclosed please find the Articles of Incorporation of Bicycle League of Miami, Inc. and check number 3689 in the amount \$70.00 to cover the filing fee.

Please file the Articles and return a stamped copy with the envelope provided.

Should you have questions or comments, please do not hesitate to contact me at 305-379-9168. Thank you in advance.

Sincerely,

SHUTTS & BOWEN LLP

  
Felicia Hickey  
Corporate Paralegal

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION**  
**OF**  
**BICYCLE LEAGUE OF MIAMI, INC.**  
**A Florida Not-For-Profit Corporation**

The undersigned Incorporator hereby files these Articles of Incorporation in order to form a not-for-profit, non-stock, perpetually existing corporation pursuant to Florida Statutes Chapter 617, as amended.

**ARTICLE I - NAME AND PRINCIPAL ADDRESS**

The name of this Corporation is BICYCLE LEAGUE OF MIAMI, INC. The principal address and office of the Corporation is 1036 South Alhambra Circle, Coral Gables, FL 33146.

**ARTICLE II - NATURE OF CORPORATION**

This is a not-for-profit Corporation, organized solely for general charitable purposes pursuant to the Florida Not-For-Profit Corporation Act as set forth in Florida Statutes Chapter 617.

**ARTICLE III - PURPOSE**

A. The Corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding provisions of any future federal tax laws.

B. Without in any way limiting the foregoing general purposes, the specific purpose for which this Corporation is formed is to promote and advocate bicycle safety in the community, to offer for individuals and families recreational and competitive opportunities for the further enjoyment of the sport of bicycling.

C. 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 any political campaign (including the publication or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Code or by an organization contributions to which are deductible under Section 170(c)(2) of the Code.

#### **ARTICLE IV - DURATION**

This Corporation is to exist perpetually.

#### **ARTICLE V - MEMBERSHIP**

The membership of the Corporation shall be open to all persons who are interested in bicycle safety in the community, to offer for individuals and families recreational and competitive opportunities for the further enjoyment of the sport of cycling regardless of race, color, creed, sex or national origin. The qualifications for membership and the manner of admission to membership and removal therefrom shall be governed and regulated by the Bylaws of the Corporation which shall provide, among other things, that the Corporation has both voting members and non-voting members.

Until such time as the Corporation has voting members, the Corporation shall be governed by the initial Board of Directors.

#### **ARTICLE VI - NON-STOCK CORPORATION**

This Corporation shall not have or issue shares of stock. However, the Corporation may have and issue membership certificates which shall state prominently on the face of such certificate that such certificates are not transferable and that the Corporation is a not-for-profit corporation.

#### **ARTICLE VII - INCORPORATOR**

The name and address of the incorporator of this Corporation is:

Dario A. Perez, Esq.  
1036 S. Alhambra Circle  
Coral Gables, Florida 33146

#### **ARTICLE VIII - REGISTERED OFFICE AND AGENT**

The street address of the initial registered office of this Corporation is 1036 S. Alhambra Circle, Coral Gables, Florida 33131 and the name of the initial registered agent of the Corporation is Dario A. Perez located at the address of the registered office.

#### **ARTICLE IX - MANAGEMENT OF CORPORATE AFFAIRS**

A. The business and affairs of the Corporation shall be managed by a Board of Directors.

B. The names and addresses of the members of the initial Board of Directors of this Corporation who shall hold office until the First Meeting of the Members, and thereafter until their successors are elected and qualified, are as follows:

<u>NAMES</u>	<u>ADDRESSES</u>
Dario A. Perez	1036 S. Alhambra Circle Coral Gables, FL 33146
Tom Langley, President	3 AD Guys Inc. 4701A S.W. 72 <sup>nd</sup> Avenue Miami, FL 33155
Carlos J. Abarca	Tew Cardenas LLP Four Seasons Tower 1441 Brickell Avenue Miami, FL 33131-3407

C. The number of Directors of this Corporation shall not be less than 1 nor more than nine. Subject to the foregoing, the number of Directors may be changed from time to time as provided in the Bylaws.

D. Directors shall be elected, removed and hold office as provided in the Bylaws.

E. The Board of Directors shall elect the following Officers: President, Vice President, Treasurer and Secretary and such other Officers as the Bylaws of the Corporation may authorize the Directors to elect from time to time. Initially, such Officers shall be elected at the first annual meeting of the Board of Directors.

#### **ARTICLE X - BYLAWS**

Subject to the limitations contained in the Bylaws and any limitations set forth in the Florida Not-For-Profit Corporation Act concerning corporate action that must be authorized or approved by a majority of the voting members of the Corporation, the Bylaws of the Corporation may be altered, amended or repealed and new Bylaws adopted, by the Board of Directors.

#### **ARTICLE XI - DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to charitable purposes, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member or officer of the Corporation or any other private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation affecting one or more of its purposes as set forth in Article III hereof, and no member or officer of the Corporation or any other private individual shall be entitled to share in the distribution of any of the Corporate assets upon dissolution of the Corporation provided, however, that the Corporation may confer

benefits in the form of distributions upon dissolution or otherwise in the manner set forth in Article XI hereof.

#### **ARTICLE XII - DISTRIBUTION OF ASSETS**

Upon the dissolution or winding up of the Corporation, its assets remaining after payment or provision for payment of all debts and liabilities of the Corporation shall be distributed to for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code or corresponding provision of any future federal tax code or to such organization or organizations organized and operating exclusively for charitable, educational, religious or scientific purposes, which, at the time of such disposition, qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Code or corresponding provisions of any prior or future Code or to the federal, state or local government exclusively for public purposes. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organization, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### **ARTICLE XIII - AMENDMENT TO ARTICLES OF INCORPORATION**

These Articles of Incorporation may be amended by the voting members in accordance with the procedures set forth in Chapter 617 of the Florida Statutes, as amended. The Articles, however, pertaining to dissolution of the Corporation shall not be amended in such a way as to allow or cause any member (unless such member is exempt from taxation under Section 501(c)(3) of the Code), Director, or officer of the Corporation or any other person to share in any of the Corporation's assets. Any amendment to these Articles may not contain any provision which would be unlawful at the time of such amendment.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand and seal this 30<sup>th</sup> day of April, 2006.

INCORPORATOR:

  
\_\_\_\_\_  
Dario A. Perez

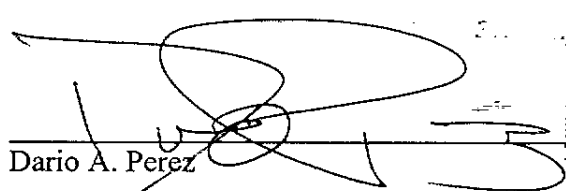
**CERTIFICATE DESIGNATING REGISTERED AGENT  
AND REGISTERED OFFICE**

In compliance with Florida Statute Section 608.0501, the following is submitted:

BICYCLE LEAGUE OF MIAMI, INC., desiring to organize as a not-for-profit corporation under the laws of the State of Florida, has designated 1036 S. Alhambra Circle, Coral Gables, Florida 33146 as its initial registered office and has named Dario A. Perez located at said address as its initial registered agent.

DATED THIS 30<sup>th</sup> DAY OF APRIL, 2006.

INCORPORATOR:

  
Dario A. Perez

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Having been named registered agent for the above-stated corporation, at the designated registered office, the undersigned hereby accepts said appointment and agrees to comply with the provisions of all statutes relative to keeping open said office. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of the undersigned's duties and the undersigned is familiar with and accepts the obligations of the undersigned's position as registered agent.

DATED THIS 30<sup>th</sup> DAY OF APRIL, 2006

  
Dario A. Perez