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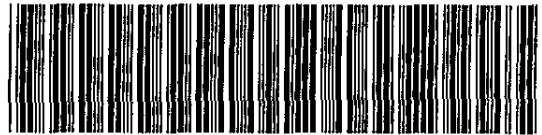
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04/17/06 -01020--008 \*\*70.75

**EFFECTIVE DATE**  
04/15/2006

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2006 APR 17 AM 11:07

FILED

T. Hampton APR 18 2006

**WENDEL & CHRITTON**  
**CHARTERED**  
**ATTORNEYS AT LAW**

**JOHN F. WENDEL**  
*Administrative and Governmental Law*  
*Corporation and Business Law*  
*Non-Profit/Tax Exempt Organizations*  
*Sports Law*

April 14, 2006  
**VIA FEDEX**  
**TRACKING #: 8545 9212 2210**

**225 East Lemon Street**  
**Post Office Box 2808**  
**Lakeland, Florida 33806**  
**Telephone (863) 603-7730**  
**Fax (863) 603-7730**  
**E-mail: jwendel@wendelchritton.com**

*In reply please refer to our file:*

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

(7982) M-05-011-1  
AMCA, INC.  
Correspondence

Ladies and Gentlemen:


Enclosed please find the following documents:

1. Original and one copy of the Articles of Incorporation for The Antique Motorcycle Club of America, Inc., and
2. Our check for \$78.75 payable to "Secretary of State".

Please do the following:

1. File the original Articles of Organization, prepare a certified copy of same and send the certified copy to the undersigned by regular mail in the enclosed self-addressed stamped envelope provided for that purpose.
2. If you have any questions or further requirements with respect to these enclosures, please retain them pending your immediate telephonic contact with the undersigned.

Thank you for your attention to this matter.

Sincerely,  
WENDEL & CHRITTON, CHARTERED  
  
John F. Wendel

JFW/mdm  
Enclosures  
cc: Mr. Raymond Dhue (w/enclosures)

FILED

2006 APR 17 AM 11:07

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION

OF

THE ANTIQUE MOTORCYCLE CLUB OF AMERICA, INC.

The undersigned incorporator, to form a corporation not for profit under Chapter 617, Florida Statutes, hereby adopts the following Articles of Incorporation.

ARTICLE I.

The name of the corporation shall be THE ANTIQUE MOTORCYCLE CLUB OF AMERICA, INC.

ARTICLE II.

The existence of the corporation shall commence on April 15, 2006.

**EFFECTIVE DATE**  
04/15/2006

ARTICLE III.

The street address of the principal office of the corporation is Suite 351, 225 East Lemon Street, Lakeland, Florida 33801. The mailing address of the corporation is Post Office Box 2808, Lakeland, Florida 33806-2808.

ARTICLE IV.

The corporation is organized and shall operate exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding Section of any prior or future Internal Revenue Code. Consistent with such limitations, the purposes of this corporation shall be to further antique motorcycle education, history, safety, and tradition, to encourage the finding, preservation, restoration, and enjoyment of antique motorcycles, to gather and publish historical data and information in support of these activities and the research on the early history of the motorcycle industry and related industries and sports, and to promote events, meetings, and programs for the exhibition and riding of antique motorcycles for personal pleasure and/or public education, interest, and enjoyment. The primary means by which the corporation shall achieve these purposes shall be to foster the free exchange of educational information with respect to the construction, maintenance, repair, and operation of antique motorcycles, including, but not limited to, historically significant antique motorcycles. Training courses, seminars, forums, meetings, panel discussions, lectures, and other activities designed to develop motorcycle education and safety and to promote antique motorcycle history and tradition shall be offered by the corporation. Further, the corporation may also raise, receive, and maintain a fund or funds for the acquisition of real property and/or personal property for any one or more purposes of the corporation and within the

scope of the purposes of the corporation.

#### ARTICLE V.

The method of election of directors shall be as stated in the bylaws of the corporation.

#### ARTICLE VI.

The name and street address of the initial registered agent of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, Chartered, Suite 351, 225 East Lemon Street, Lakeland, Florida 33801.

#### ARTICLE VII.

The name and address of the sole incorporator of the corporation is JOHN F. WENDEL, c/o WENDEL & CHRITTON, Chartered, Suite 351, 225 East Lemon Street, Post Office Box 2808, Lakeland, Florida 33806-2808.

#### ARTICLE VIII.

- A. No part of the net earnings of the corporation shall inure to the benefit of any member, director, or officer of the corporation, nor to the benefit of any private individual.
- B. The corporation shall have no power to engage in any act or activity prohibited to corporations which are exempt from federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code.
- C. In the event of the dissolution of the corporation, the residual assets of the corporation shall be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding Sections of any prior or future Internal Revenue Code, or to the federal or to a state or local government for public purposes exclusively.

#### ARTICLE IX.

These Articles Of Incorporation may be amended by a two-thirds vote of those directors present at a meeting of the board of directors at which a quorum is present. The initial bylaws of the corporation shall be adopted by a majority vote of those directors present at a meeting of the board of directors at which a quorum is present, but the bylaws shall not thereafter be altered, amended, or repealed except by a two-thirds vote of those directors present at a meeting of the board of directors at which a quorum is present.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles Of Incorporation this 14<sup>th</sup> day of April, 2006.

  
JOHN F. WENDEL, Incorporator

**ACCEPTANCE BY REGISTERED AGENT**

I, JOHN F. WENDEL, having been named to serve as registered agent for THE ANTIQUE MOTORCYCLE CLUB OF AMERICA, INC. do hereby accept such office and agree to conduct myself therein according to law. I am familiar with, and accept, the obligations of such office.

  
JOHN F. WENDEL

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