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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C.F. 8-22

RANO, CAUVEL & CEELY, P. A.

ATTORNEYS AT LAW

233 EAST RICH AVENUE

DELAND, FLORIDA 32724

ERNEST A. RANO (1907-1980)
HOWARD L. CAUVEL
MARY ELLEN CEELY

TELEPHONE
(386) 734-2131

August 15, 2006

Department of State
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

RE: Articles of Incorporation / DELAND BIKE RALLY, INC., A Florida Non-Profit Corporation


Gentlemen:

Enclosed is the original and one copy of the Articles of Incorporation for the above-referenced corporation, together with my firm's check in the amount of \$155.00, to cover costs as follows:

Filing fee	\$100.00
Certified copy of Articles	30.00
Designation of Registered Agent	<u>25.00</u>
Total Enclosed:	\$155.00

Please file these Articles of Incorporation at your earliest convenience and return the certified copy to this law office.

Very Truly Yours,


HOWARD L. CAUVEL, ESQUIRE

HLC/led

Enclosures

ARTICLES OF INCORPORATION
OF
DELAND BIKE RALLY, INC.
A FLORIDA NONPROFIT CORPORATION

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TALLAHASSEE, FLORIDA

The undersigned, as president of Main Street-DeLand Association, Inc., a Florida not-for-profit corporation, subscribes to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation under the laws of the State of Florida.

ARTICLE I

Name:

The name of the corporation is DeLand Bike Rally, Inc.

ARTICLE II

Duration:

This corporation shall have perpetual existence commencing on the day of filing of these Articles of Incorporation by the Department of State

ARTICLE III

General Nature and Purpose:

A. This corporation is created as a subsidiary of Main Street-DeLand Association, Inc., and of which Main Street-DeLand Association, Inc., shall be the only member, as a non-profit corporation under the Florida Corporations not for profit law set forth in Section 617 of the Florida Statutes to operate exclusively for charitable, civic and cultural purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986.

B. To further the expressed purposes of Main Street-DeLand Association, Inc., in developing, establishing and maintaining programs and projects determined beneficial to the revitalization of downtown DeLand, Florida, and more specifically:

(a) as a subsidiary of Main Street-DeLand Association, Inc., for the advancement of charitable, civic and cultural, and any other related or corresponding purposes.

(b) to further the expressed purposes of Main Street-DeLand Association, Inc., in developing, establishing and maintaining programs and projects determined beneficial to the revitalization of downtown DeLand, Florida, and more specifically:

1. To create and manage an event to attract residents of the West Volusia County area and visitors to the downtown business district of the City of DeLand, Florida, in support of businesses in the DeLand historic district.

2. To engage in any lawful activity for which non -profit corporations may be formed under the non-profit corporation law of the State of Florida, provided that such activity is consistent with the purposes of this corporation and the purposes of Main Street-DeLand Association, Inc.

(c) to operate exclusively in any other manner for such charitable, civic and cultural purposes as will qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code, as amended, or under any corresponding provisions of any subsequent federal tax laws covering the distributions to organizations qualified as tax exempt.

ARTICLE IV

Qualification:

1. The corporation is non-profit and no part of the corporation's income is distributable to its directors or officers, and the corporation shall not have or issue shares of stock or pay dividends.

2. The corporation is organized and, notwithstanding any other provisions of the Articles of Incorporation, shall be operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986 and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

3. In no event shall any part of the net earnings of the corporation inure to the benefit of, or be distributable to, its directors or officers or to 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 Article III hereof.

4. No substantial part of the activity of the corporation shall be carrying on of propaganda or otherwise attempting to influence legislation, nor shall the corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign of any candidate for public office.

5. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986, and the regulations thereunder, as the same now exist or may be amended from time to time.

6. If the corporation shall be or become a private foundation as such term is defined by Section 509, then the corporations shall be required to distribute its income for each taxable year at such time in such manner as not to subject it to tax under Section 4942, and the corporation shall be prohibited from engaging in any act of self-dealing (as defined in Section 4941(d), from retaining

any excess business holdings (as defined in Section 4943(c), from making any investments in such manner to subject the corporation to tax under Section 4944, and from making any taxable expenditures (as defined in Section 4945(d). The statutory references in this Paragraph 6 are to the Internal Revenue Code of 1986, and the regulations thereunder, as the same now exist and may hereafter be amended from time to time.

7. The corporation shall have, without limitation by the specification thereof, the following powers, all of which shall be exercised exclusively in connection with the promoting or carrying out of the purposes of the corporation mentioned in Article III hereof: to undertake, either alone or in conjunction or co-operation with others, any lawful acts and things and engage in any and all lawful activities which may be necessary, useful, suitable or desirable for the furtherance of any or all the purposes for which the corporation is organized and to aid or assist other organizations, the activities of which are such as to further any such purposes

ARTICLE VI.
Membership:

This corporation shall have one class of member which shall be entitled to vote. Main Street-DeLand Association, Inc., shall be the sole member of this corporation entitled to vote for the duration of existence of this corporation.

ARTICLE VII
Subscribers:

The name and street address of the subscriber to these Articles of Incorporation is as follows:

<u>NAME:</u>	<u>ADDRESS:</u>
Jennifer Herndon, President, Main Street-DeLand, Assn., Inc.	100 N. Woodland Blvd. DeLand, Florida 32720

ARTICLE VIII
Officers:

The affairs of this corporation shall be managed by the following officers: president, vice president/president elect, secretary and treasurer or financial secretary. The above officers shall be elected at the first meeting of the board of directors and shall continue to hold office for the term of one year or until their successors are elected and qualified.

ARTICLE IX
Persons Constituting First Board of Directors:

Directors shall be elected as provided in the Bylaws. The board of directors shall consist of not less than nine (9) directors. The acting president and executive director of Main Street-DeLand Association, Inc. shall serve as ex-officio director. The members of the board of directors shall be individuals of legal age. The names and addresses of the persons who are to serve as the members of the board of directors until their successors are elected or appointed and have qualified, are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Wayne Arnold	590 Ridge Blvd., DeLand, Florida
Bill McCorvey	125 East Indiana Ave., DeLand, FL 32724
Jim Smith	186 Cypress Point S. DeLand, Florida
Janet Bollum	112 S. Woodland Blvd., DeLand, Florida
Donna Williams	804 N. Woodland Blvd., DeLand, Florida
Billie Jo Simoneau	125 East Indiana Ave., DeLand, FL 32724
John Sekula	103 W. Wisconsin, DeLand, Florida
Karen Puglisi	1290 E. International Speedway Blvd., DeLand, FL
Buzz Howell	2425 Gaylord Dr., DeLand, Florida
Bill O'Connor	421 N. Woodland Blvd., DeLand, Florida
Jeanine Sekula	103 W. Wisconsin, DeLand, Florida
Debra West	1735 Sand Pine Trail, DeLand, Florida
Mary Beth Harris	1678 Bear Paw Lane, DeLand, Florida

ARTICLE X

Bylaws:

The Bylaws of this corporation shall be adopted by vote of the sole member, Main Street-DeLand Association, Inc., at any regularly called meeting of the member.

ARTICLE XI

Amendments to Articles of Incorporation:

This corporation may amend its Articles of Incorporation by vote of the sole member, Main Street-DeLand Association, Inc., at any regularly called meeting of the member.

ARTICLE XII

Dissolution:

In the event of the dissolution of the corporation, all its assets remaining, after the payment of all debts and obligations of the corporation, shall be paid and distributed to Main Street-DeLand Association, Inc., a Florida not for profit corporation, provided that if Main Street-DeLand Association, Ind., shall at such time fail to exist, or fail to qualify as a tax-exempt organization under

the provisions of Section 501(c) (3) of the Internal Revenue Code of 1986, then such remaining assets of the corporation shall be disposed of by delivery of such assets to an organization which shall at the time qualify as an exempt organization under Section 501 (c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or th the City of DeLand, or the County of Volusia for the use of the public, as the board of directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purpose or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIII

Initial Business Office:

The street address of the initial business office of this corporation is:

100 N. Woodland Blvd.
DeLand, Florida 32720

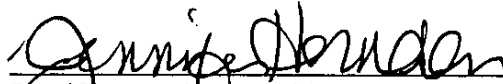
ARTICLE XIV

Registered Office and Agent:

The name of the initial registered agent and address of the initial registered office of this corporation is:

Tarver Cornett, 100 N. Woodland, Blvd., DeLand, FL 32720

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 10th day of AUGUST, 2006.


Jennifer Herndon, President,
Main Street-DeLand, Association, Inc.


STATE OF FLORIDA
COUNTY OF VOLUISA

I HEREBY CERTIFY that on this day personally appeared before me, the undersigned officer fully authorized to take acknowledgments, Jennifer Herndon, (who did/did not take an oath), to me known to be the person described as subscriber herein and who executed the foregoing Articles of Incorporation and she acknowledged before me that she executed the same.

WITNESS my hand and seal in the County and State as aforesaid this 10th day of August, 2006.



Melodie W. Robinson
MY COMMISSION # DD156441 EXPIRES
October 19, 2006
BONDED THRU TROY FAIN INSURANCE, INC.


NOTARY PUBLIC, STATE OF FLORIDA
My Commission Expires:

ACCEPTANCE

I CERTIFY that I am a permanent resident of Volusia County, Florida, and my address is as indicated above. I hereby accept the foregoing designation as Resident Agent.

Signed on AUGUST 10, 2006.


Tarver Cornett / Resident Agent

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