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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MRP
3/21

COVER LETTER

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

SUBJECT: Sanibel Bicycle Club, 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: Michael I. Miller
Name (Printed or typed)

P.O. Box 1259
Address

Sanibel, FL 33957
City, State & Zip

239/541-0600
Daytime Telephone number

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

ARTICLES OF INCORPORATION

OF

SANIBEL BICYCLE CLUB, INC.

In compliance with Chapter 617, Florida Statutes (Not For Profit)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I

NAME

The name of this corporation shall be Sanibel Bicycle Club, Inc.

ARTICLE II

PRINCIPAL OFFICE

The initial principal office of the corporation shall be 2143 Starfish Lane, Sanibel, Florida 33957, and the mailing address of the corporation's office shall be P.O. Box 951, Sanibel, Florida 33957.

ARTICLE III

PURPOSES

The purposes of this corporation shall be to provide an opportunity for bicycle enthusiasts of Sanibel, Florida to socialize and recreate together, to further the improvement of the safety and infrastructure of Sanibel's shared-use path system, and to promote the enjoyment of bicycling for recreation, transportation and health.

ARTICLE IV

MANNER OF ELECTION

Directors and officers of the corporation shall be elected as provided in the Bylaws.

ARTICLE V

INITIAL DIRECTORS AND OFFICERS

The initial directors and officers of the corporation shall be as follows:

<u>Name</u>	<u>Address</u>
Patricia Sousa, President	2143 Starfish Lane, Sanibel, Florida 33957
Thomas Sharbaugh, President-Elect	1062 Sea Hawk Lane, Sanibel, Florida 33957
Catrina Drotleff, Secretary	271 Ferry Landing Drive, Sanibel, Florida 33957
Douglas Dietrich, Treasurer	775 Pen Shell Lane, Sanibel, Florida 33957
Mary Miller	2737 West Gulf Dr. #136, Sanibel, Florida 33957
Darla Letourneau	1679 Serenity Lane, Sanibel, Florida 33957
Joel Ospa	P.O. Box 1376, Sanibel, Florida 33957
James Drotleff	1062 Ferry Landing Drive, Sanibel, Florida 33957
Michael Miller	2737 West Gulf Dr., #136, Sanibel, Florida 33957

ARTICLE VI

INITIAL REGISTERED AGENT AND STREET ADDRESS

The initial registered agent of the corporation shall be Michael I. Miller, of 2737 West Gulf Drive, Apt. 136, Sanibel, Florida 33957.

ARTICLE VII

INCORPORATOR

The incorporator shall be Patricia Sousa of 2143 Starfish Lane, Sanibel, Florida 33957.

ARTICLE VIII

TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE IX

OFFICERS

The officers of the corporation shall be a President, a President-Elect, a Secretary, a Treasurer and such other officers as may be provided in the Bylaws.

ARTICLE X

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have nine directors initially. The number of directors may be increased or decreased from time to time by the Bylaws, but shall never be less than three.

Section 2. Members of the Board of Directors shall be members of the corporation. All members of the Board of Directors shall be individuals competent to contract under the laws of Florida.

Section 3. The quorum for the Board of Directors shall be the majority of the number of directors prescribed in the Articles of Incorporation or the Bylaws, if applicable.

ARTICLE XI

BYLAWS

Section 1. The Board of Directors of this corporation may enact such Bylaws for the conduct of the corporation's business and the carrying out of the corporation's purposes as the Board deems necessary from time to time.

Section 2. The Bylaws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at a regular meeting or any special meeting of the Board called for that purpose.

Section 3. Amendments to the Bylaws may also be proposed by any voting member and shall be incorporated into the Bylaws by a majority vote of all voting members present at an annual meeting of the membership or any special meeting of the membership

called for that purpose, provided that notice is given as provided in the Bylaws of intention to submit such amendments at a special meeting.

ARTICLE XII

AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds vote of those voting members present.

Section 2. Amendments may also be made at any annual meeting of the membership by a two-thirds vote of those voting members present, provided that notice is given as provided in the Bylaws of intention to submit such amendments.

Section 3. Amendments to these Articles may be proposed by any voting member and shall be incorporated in these Articles if approved as provided in Sections 1 and 2 of this Article.

ARTICLE XIII

NONPROFIT STATUS

No part of the income of this corporation shall inure to the benefit of any individual, director, officer or member. No shares of stock shall be issued and no dividends shall be paid.

ARTICLE XIV

POWERS

This corporation shall have all the powers granted corporations under the Florida Not For Profit Corporation Act. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the Internal Revenue Code of 1986 under which the corporation chooses to qualify for exemption, as the same now exists or may be hereafter amended.

ARTICLE XV

MEETINGS OF MEMBERS

Section 1. The membership may hold annual, general and special meetings as set forth in the Bylaws.

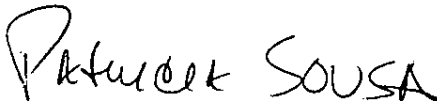
Section 2. The time and manner of notice of annual, general and any special meetings, the conduct and adjournment of such meetings, the determination of members entitled to notice or to vote at such meetings, and the number of members necessary to constitute a quorum at any such meeting shall be as provided in the Bylaws.

ARTICLE XVI
RECALL OF DIRECTORS

The entire Board of Directors, or any of them, may be recalled from office by a vote of seventy-five percent (75%) of the members attending and voting at two consecutive meeting held no less than fourteen (14) days apart and called by written notice to the members specifically for the purpose of recalling directors named in such notice. New directors may be elected at the second of such meetings.

ARTICLE XVII
DISSOLUTION

In the event of dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all debts and obligations of the corporation, shall be used or distributed exclusively for exempt purposes contemplated by Section 501(c) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended.


Patricia Sousa, Incorporator

3-14-07
Date Signed

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


Michael I. Miller, Registered Agent

March 17, 2007
Date Signed

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TALLAHASSEE, FLORIDA