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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

B. McKnight AUG 27 2008

Law Offices

ALLAN L. CASEY

P.O. Box 7146

Winter Haven, Florida 33883-7146

863-294-4468

FAX 863-294-3947

ALLAN L. CASEY  
DANIEL P. ROONEY

395 Avenue C, N.W.  
Winter Haven, Florida 33881

August 22, 2008

Corporate Records Bureau  
Division of Corporations  
Department of State  
P. O. Box 6327  
Tallahassee, FL 32301

Re: Cycling Classics, Inc.

Gentlemen:


Enclosed herewith in connection with the above referenced matter, please find Articles of Incorporation and Designation of Registered Agent for this Florida nonprofit corporation, to be filed with your office, together with my check payable to your order in the amount of \$78.75 to be allocated as follows:

|  |             |
|--|-------------|
| Filing Fee                                     | \$35.00     |
| Certificate Designating<br>Resident Agent      | 35.00       |
| Certified Copy of Articles<br>of Incorporation | <u>8.75</u> |
|  | \$ 78.75    |

Please forward certified copy to this office, via the enclosed envelope.

Thanking you in advance for you assistance, I am,

With Kindest Regards,

  
Daniel P. Rooney

APPROVED  
AND  
FILED

09 AUG 26 PM 12:28

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

CYCLING CLASSICS, INC.  
a Florida Nonprofit Corporation

The undersigned, for the purpose of forming a Corporation under Chapter 617 of the Corporations not for profit law of the State of Florida, do hereby certify:

### ARTICLE I. NAME

The name of the Corporation is CYCLING CLASSICS, INC.

### ARTICLE II. EXEMPT STATUS

This is a nonprofit Corporation organized solely for scientific, charitable and educational purposes under the provisions of the Florida Corporations Not For Profit Law set forth in Chapter 617 of the Florida Statutes. The Corporation is constituted so as to attract substantial support from contributions, directly or indirectly, from a representative number of persons in the community in which it operates and has not been formed for pecuniary profit or financial gain, and no part of the assets, income, or profit of the Corporation is distributable to, or inures to the benefit of, its directors or officers except to the extent permitted under the Not-for-Profit Corporation Law. 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 (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a Corporation exempt from federal income tax under Section 501(a)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a Corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

The Corporation shall not discriminate against any person in any of its activities by reason of race, creed, color, sex, religion, or national origin.

### ARTICLE III. PURPOSES

The purposes for which this Corporation is to be formed are scientific, charitable and educational, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 and to these ends to:

- a. To sponsor and encourage competitive cycling in our community with net proceeds being donated to other charitable organizations which are Section 501(c)(3) qualified of the corporation's choosing;
- b. Promote bicycle safety in our community;
- c. To educate riders as to safety, proper bicycle maintenance and competency in riding;

- d. To act as a voice for the local cycling community and to advocate for bicycle lanes, trails and other safe riding venues in our area; and
- e. In the discretion of the directors, to establish and operate a competitive junior cycling program primarily based upon developmental goals of the United States Cycling Federation (i.e. cycling skills, knowledge, and rules of the sport, physical fitness and psychological development);
- f. In the discretion of the directors to designate appropriate juniors cycling coaches among the members of the Club and establish a competitive juniors cycling program through coordination and cooperation with schools and youth organizations; and
- g. To operate thereof in such manner as, in the judgment of the directors, will best promote the purposes of the Corporation without limitation, except such limitations, if any, as may be contained in the instrument under which any property is received, this Certificate of Incorporation, the By-Laws of the Corporation, or any laws applicable thereto.

Pursuant to these Articles, the corporation may do any other act or thing incidental to or connected with the foregoing purpose or in advancement thereof, but not for the pecuniary profit or financial gain of its directors or officers except as permitted under the Not-For-Profit Corporation Law. In furtherance of its corporate purposes, the Corporation shall have all general powers enumerated in the Florida Not-For-Profit Corporation Law.

#### ARTICLE IV. TERM

This Corporation shall have perpetual existence.

## ARTICLE V. MEMBERSHIP

The membership of this Corporation shall be comprised of all persons voluntarily joining by payment of annual dues and by abiding by the By-Laws and rules of the corporation. Members shall not have the right to vote in elections of the directors or management of the corporation's business and affairs.

Each member of the Corporation shall continue as such until: (1) he or she shall voluntarily withdraw by giving written notice to that effect to the Board of Directors; (2) by non-payment of annual dues as set forth in the by-laws of the corporation; or (3) for violation of the By-Laws, rules or regulations of the Corporation.

## ARTICLE VI. SUBSCRIBERS

The name and address of the subscriber of this Corporation is as follows:

- a. Daniel P. Rooney 114 Winter Ridge Circle  
Orlando, FL 32835

## ARTICLE VII. LOCATION OF PRINCIPAL OFFICE AND INITIAL REGISTERED AGENT

The County in the State of Florida where the principal office for the transaction of the business of this Corporation is to be located is 395 Avenue C, NW, Winter Haven, Polk County, Florida 33883-7146. The initial registered agent of the corporation shall be Daniel P. Rooney, whose street address is 395 Avenue C, NW, Winter Haven, FL 33881 (P.O. Box 7146, Winter Haven, FL 33883-7146 mailing).

#### ARTICLE VIII. MANAGEMENT OF CORPORATE AFFAIRS

(a) BOARD OF DIRECTORS: The powers of this Corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the Corporation shall be not less than three nor more than twenty, the number to be determined by the Board of Directors each year prior to the election of Directors for the coming year.

The Directors named herein are the first Board of Directors and shall hold office until the next election of Directors. Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of one (1) year or until the next annual meeting of the Directors following the election of Directors and until the qualification of their successors in office. Annual meetings shall be held during the month of March of each year at a time and place designated by the Board of Directors.

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous vote of the Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent by the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

- |    |                   |  |
|----|-------------------|--|
| a. | William Cundiff   | 825 2 <sup>nd</sup> St SE<br>Winter Haven, FL 33880-3620 |
| b. | Scott A. Miller   | 4102 Shoal Green Ct.<br>Winter Haven, FL 33884-2925      |
| c. | Robert L. Rayburn | 4918 SE Willowbrook Cir.<br>Winter Haven, FL 33884       |
| d. | Howard G. King    | 102 Ruby Lake Dr.<br>Winter Haven, FL 33884              |
| e. | Daniel P. Rooney  | 114 Winter Ridge Circle<br>Orlando, FL 32835             |

(b) CORPORATE OFFICERS. The Board of Directors shall elect a President, Vice President, Secretary, Treasurer. The Board may elect Assistant Secretaries and Treasurers, and such other officers as are provided in the By-laws of the Corporation. Such officers shall be elected at each annual meeting of the Board of Directors. Each person elected as an officer shall be a member of the corporation, and shall automatically, upon election, become a voting member of the Board of Directors during his or her term of office.

#### ARTICLE IX. BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth in the Corporations Not For Profit Law of Florida, the Bylaws of this Corporation may be made, altered, rescinded, added to, or new Bylaws may be adopted, either by a resolution of the Board of Directors or by following the procedure set forth therefore in the Bylaws.

#### ARTICLE X. DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to religious, scientific, educational and charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

#### ARTICLE XI. DISTRIBUTION OF ASSETS

Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE XII. INDEMNIFICATION

The corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative, informal or formal (other than action by or in the right of the corporation) by reason of the fact that the person is or was a director, officer, or non-director volunteer of the corporation, or while serving as a director, officer or non-director volunteer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust, or other enterprise, whether for profit or not, against expenses (including actual and reasonable attorney fees) judgments, penalties, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members, and with respect to any criminal action or proceeding, if the person had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or

In addition to the foregoing, the corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending, or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that the person is or was a director, officer, or non-director volunteer of the corporation, is or was serving at the request of the corporation as a director, officer, partner, trustee, employee, non-director volunteer, or agent of another foreign or domestic corporation, partnership, joint venture, trust or other enterprise, whether for profit or not, against expenses incurred by the person in connection with the action or suit, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation or its members. However, indemnification shall not be made for any claim, issue or matter in which the person has been found liable to the corporation unless and only to the extent that the court in which the action or suit was brought has determined on application that, despite the adjudication of liability but in view of all circumstances of the case, the person is fairly and reasonably entitled to indemnification for the reasonable expenses incurred.

We, the undersigned, being the incorporators of this Corporation and including all the persons herein named as the subscribers of this Corporation, for the purpose of forming this nonprofit charitable Corporation under the Laws of Florida have executed these Articles of Incorporation on the 22<sup>nd</sup> day of August, 2008.

Daniel P. Rooney  
Daniel P. Rooney

BEFORE ME, the undersigned authority, personally appeared, Daniel P. Rooney, who is personally know (✓) or provided the following identification ( ), who after being duly sworn,

acknowledged that he/she executed the foregoing Articles of Incorporation for the purposes therein expressed, this 22 day of August, 2008.



Sharon Pascal  
Name: \_\_\_\_\_  
Notary Public/State of Florida  
Commission No. \_\_\_\_\_  
My Commission Expires: \_\_\_\_\_



CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED.

Pursuant to Chapter 617 and Section 48.091, Florida Statutes, the following is submitted, in compliance with the Act:

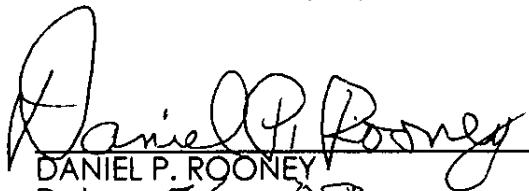
FIRST -- That CYCLING CLASSICS, INC., desiring to organize under the laws of the State of Florida, with its principal office, as indicated in the Articles of Incorporation, in the City of Winter Haven, State of Florida, has named DANIEL P. ROONEY as its registered agent to accept service of Process within this State.

SECOND -- That CYCLING CLASSICS, INC.'s registered agent shall maintain his office for service of process within this state at the following street address:

395 Avenue C, NW  
Winter Haven, FL 33381 (physical)  
P.O. Box 7146  
Winter Haven, FL 33883-7146 (mailing)

in the County of Polk, State of Florida.

Having been named as Registered Agent for the above stated Corporation, at the place designated in this certificate, I hereby agree to act in this capacity, I acknowledge that I am familiar with and accept the obligations provided by Florida Statute Section 617.0503 (2007) and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

  
DANIEL P. ROONEY  
Date: 8/22/08

APPROVED  
AND  
FILED  
08 AUG 26 PM 12:28  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA