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FLORIDA PROFIT/NON PROFIT CORPORATION

Harley Owners Group of Jacksonville, Inc.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## ARTICLES OF INCORPORATION

OF

HARLEY OWNERS GROUP OF JACKSONVILLE, INC.

A Nonprofit Corporation

The undersigned, as the incorporator, with other persons being desirous of forming a non-profit corporation under the provisions of Chapter 617 of the Florida Statutes, do form a nonprofit corporation and agree to the following Articles of Incorporation:

ARTICLE I

The name of this corporation is: HARLEY OWNERS GROUP OF JACKSONVILLE, INC.

ARTICLE II

The general nature of the business or businesses to be transacted by this corporation, together with and in addition to the authority and powers conferred by the laws of the State of Florida, is to be organized and shall operate for social, recreational, educational, charitable and nonprofit purposes to promote the enjoyment of owning, riding and safe use of HARLEY-DAVIDSON motorcycles and to promote the charitable, association and social activities of owners of HARLEY-DAVIDSON motorcycles; and to do any such acts as are necessary or convenient to attain these purposes.

The corporation intends to qualify for an exemption from taxation under Section 501(c)(7) of the Internal Revenue Code; the corporation shall be prohibited from engaging in any activity prohibited by such section and regulations and authority promulgated under such section of the Code; if necessary these Articles of Incorporation shall be amended as may be required to qualify for any such exemption on qualification. Substantially all of the activities of this corporation shall be for pleasure, recreation and other nonprofit purposes. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code or the corresponding section of any future federal tax code.

The corporation shall have all of the general authority and powers conferred by the laws of the State of Florida subject to these Articles of Incorporation and By-laws to be adopted to do all things necessary, suitable and proper for the accomplishment of the above purposes and any one or more of them.

ARTICLE III

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be au-

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thorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE IV

Upon the liquidation or dissolution of this corporation, the property of this corporation then remaining after provision for liabilities shall be distributed to its members (at the time of the vote to dissolve) on a pro rata basis unless such distribution is prohibited by the applicable exemption from taxation or qualification that may subsequently be obtained; if such distribution to members is prohibited as provided above, distribution shall be made to one or more organizations which are exempt organizations and qualified under Sections 501(c)(7) or 501(c)(3) of the Internal Revenue Code, as may be amended, or to the United States, State or local government for exclusive public purposes.

ARTICLE V

The membership of this corporation shall constitute all persons hereinafter named as directors, and such other persons and organizations as are proposed and approved by the Board of Directors and who are of good character and reputation who support and respect the goals and purposes of this organization. Different classes of membership may be established by the members and directors.

ARTICLE VI

This corporation is to exist perpetually, and its corporate existence shall begin on filing these Articles with the Secretary of State, Division of Corporations of Florida.

ARTICLE VII

The business of this corporation shall be managed by the Board of Directors. This corporation shall have THREE directors initially. The number of directors may be increased from time to time by the By-laws, but shall never be less than THREE nor more than FIVE. The Board of Directors shall be elected and hold office in accordance with the By-laws.

The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first meeting of the members of the corporation are:

MARK ADAMEC	8909 Baymeadows Road Jacksonville, Florida 32256
LISA K. HOWELL	8909 Baymeadows Road Jacksonville, Florida 32256
CHRIS ADAMEC	1520 Wells Road Orange Park, Florida 32073

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ARTICLE VIII

The initial officers of the corporation shall be President, Secretary, Treasurer and such other officers as may be provided in the By-laws. The names of the persons who are to serve as officers of the corporation who shall hold office for the first year of the corporation, or until their successors are elected or appointed are:

President:	MARK ADAMEC
Vice President:	CHRIS ADAMEC
Secretary:	LISA K. HOWELL
Treasurer:	CHRIS ADAMEC

ARTICLE IX

The conduct of the business and affairs of this corporation shall be governed by these Articles and By-laws. The By-laws of this corporation shall be such By-laws as the Board of Directors of this corporation shall adopt from time to time.

ARTICLE X

These Articles of Incorporation may be amended at any regular meeting, a quorum being present, by two-thirds (2/3) vote of members being present.

ARTICLE XI

The corporation shall indemnify its directors, officers and committee members and may indemnify its employees and agents, to the fullest extent permitted by the provisions of the Florida Not-For-Profit Corporation Act, as the same be amended and supplemented, from and against any and all of the expenses or liabilities incurred in defending a civil or criminal proceeding, or other matters referred to in or covered by said provisions, including, but not limited to, the advancement of expenses prior to the final disposition of such proceedings and amounts paid in settlement of such proceedings, and the indemnification provided for herein shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any by-law, agreement, vote of members or disinterested directors, officers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a governor, officer or committee member, and shall inure to the benefit of the heirs, executors and administrators of such a person and an adjudication of liability shall, not affect the right to indemnification for those indemnified. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights to which such officer, governor or committee member may be entitled.

