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FLORIDA PROFIT/NON PROFIT CORPORATION

Mid County Cyclists, Inc.

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ARTICLES OF INCORPORATION OF
MID COUNTY CYCLISTS, INC.

ARTICLE I

Name

The name of this not-for-profit Corporation is MID COUNTY CYCLISTS, INC.

ARTICLE II

Terms

The term for which this Corporation shall exist shall be perpetual.

ARTICLE III

Principal Office

The principal office of the Corporation is located at: 5625 Central Avenue, St. Petersburg, Florida 33710.

ARTICLE IV

Purposes

The corporation shall be organized as a not-for-profit corporation under Chapter 617, Florida Statutes, incorporated on a non-stock basis. The purposes for which the corporation is to be formed are exclusively for religious, educational and charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, or the corresponding provision of any future U.S. Internal Revenue law, and in furtherance of these purposes, the corporation may:

A. Establish, develop, sponsor, promote and/or conduct television, radio, video and media activities and other charitable activities, and in the discretion of the Board of Directors of the Corporation, to support other non-profit entities organized for charitable purposes; provided that each is an organization described in Section 501(c)(3) of the Code and in Section 509(a)(1) or (2) of the Code; and, further provided that the Corporation shall be operated, supervised or controlled by or in connection with each additional supported organization within the meaning of Section 509(a)(3) of the Code.

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B. Own, lease or otherwise deal with all property, real and personal, to be used in furtherance of these purposes.

C. Contract with other organizations, for-profit and not-for-profit, with individuals and with governmental agencies in furtherance of these purposes.

D. Engage in any lawful act or activity in furtherance of these purposes for which corporations may be organized under the Florida Not-for-Profit Corporation Act.

E. Solicit and receive contributions, grants, gifts, devises and transfers of real and personal property, either outright or in trust, from whatever sources and whether unrestricted or for designated purposes, which contributions will be used to carry out the purposes referred to in A through D above.

ARTICLE V Powers

This Corporation shall have all of the corporate powers enumerated as it may be amended from time to time and set forth in Chapter 617 of the Florida Statutes provided, however, that none of the powers granted to this Corporation shall be used in any manner whatsoever in contravention of the purpose or purposes for which the Corporation has been formed as set forth in Article IV

ARTICLE VI Prohibited Acts

This Corporation shall operate exclusively for religious, charitable or educational purposes within the meaning of 501(c)(3) of the Internal Revenue Code. In the course of which operation:

A. No part of the net earnings of the corporation shall inure to the benefit of or be distributable to, its individual members, directors, officers or other persons, except that the

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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 herein.

B. 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 except as authorized under the Internal Revenue Code.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted by an organization exempt under Section 501(c)(3) of the Internal Revenue Code or by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE VII Dissolution

In the event of the dissolution of the Corporation, then the Board of Directors, after paying or making provisions for the payment of all of the liabilities of the Corporation, shall distribute, in any proportions considered prudent, all of the assets of the Corporation to such organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, which shall at the time qualify as an exempt organization or organizations under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue

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Code of 1986 (or the corresponding provision of any future United States Revenue Law) as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII
Original Subscriber

The names and residences of the original subscribers to these Articles of Incorporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Peter Benstock	5625 Central Avenue, St. Petersburg, FL 33710
Dan Chechele	5625 Central Avenue, St. Petersburg, FL 33710
Robert G. Shaw	5625 Central Avenue, St. Petersburg, FL 33710

ARTICLE IX
Members

The members shall be the Board of Directors of the Corporation.

ARTICLE X
Board of Directors and Officers

The management of the affairs of this Corporation is vested in its Board of Directors, which shall consist of not less than three (3) Directors. All Directors of the Board shall be elected or appointed in the manner and for the terms prescribed in the By-Laws of the Corporation, and shall hold office until their respective successors are duly elected and qualified.

The Board of Directors, at its annual meeting, shall elect a President, Vice President, Secretary and Treasurer and such other officers as may, in the opinion of the Board, from time to time be necessary to adequately administer the affairs of the Corporation, such officers to hold office at the pleasure of the Board or until their successors are duly elected and qualified. Any individual may hold two or more corporate offices except that the offices of President and

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Secretary shall not be held by the same person. The officers of the Corporation shall have such duties as may be specified by the Board or by the By-Laws of this Corporation. Compensation for any of such officers, if any, shall be fixed by the Board. Vacancies occurring on the Board or among the officers shall be filled in the manner prescribed by the By-Laws of this Corporation.

ARTICLE XI

Indemnification

The corporation shall indemnify any officer or director, or any former officer or director, to the full extent permitted by law.

ARTICLE XII

By-Laws

The By-Laws of the Corporation shall be adopted by the initial Board of Directors, as constituted under Article XII above, at the organizational meeting of the Board, and said By-Laws may thereafter be amended by the Board of Directors, upon the vote of the majority of the members of the Board of Directors.

ARTICLE XIII

Amendment of Articles of Incorporation

These Articles of Incorporation may be amended by the vote of a majority of the members of the Board of Directors.

ARTICLE XIV

Registered Agent

The name and address of the registered agent of this Corporation is J. Matthew Marquardt, Esq., 625 Court Street, Suite 200, Clearwater, FL 33756.

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MAR-11-2009 09:50

MACFARLANE FERGUSON

727.442.8470 P:07

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation


this 11th day of March, 2009.


Matthew Marquardt, Incorporator

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ACCEPTANCE OF DESIGNATION AS REGISTERED AGENTACKNOWLEDGMENT:

Having been named to accept service of process for MID COUNTY CYCLISTS, INC. at the place designated in this Certificate, I hereby accept and agree to act in said capacity and agree to comply with the provisions of the Florida Corporation Act relative to keeping open said office.


Matthew Marquardt, Esq.

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