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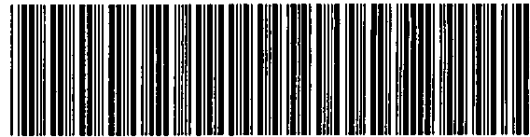
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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5/11/12

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OFFICES IN:

HYDE PARK
SUN CITY CENTER
NORTH TAMPA

May 3, 2012

Florida Department of State
Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Tampa Bay Bike Co-Op, Inc.
Restated Articles of Incorporation
Document Number N09000005985

Dear Clerk:

Enclosed is a check in the amount of \$35.00 for payment of filing the enclosed Restated Articles of Incorporation for regarding the above-referenced corporation.

Thank you for your prompt attention to this matter. If you have any questions, please call.

Very truly yours,



Lise J. Peterson,
Legal Assistant

/ljp
Enclosure

RESTATED ARTICLES OF INCORPORATION

OF

TAMPA BAY BIKE CO-OP, INC.

FILED

2013 MAY -7 AM 9:32

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

The undersigned, a natural person, hereby files these Restated Articles of Incorporation on behalf of Tampa Bay Bike Co-op, Inc. pursuant to Florida Statute 617.1007. The purpose of these Restated Articles of Incorporation is to restate in their entirety those certain Articles of Incorporation filed with the Florida Secretary of State on June 17, 2009 and that was assigned document number N09000005985.

ARTICLE I

NAME AND PRINCIPAL OFFICE

The name of the corporation created hereby (the "Corporation") shall be: **TAMPA BAY BIKE CO-OP, INC.** The initial principal office of the Corporation shall be located at 8202 N. Armenia Avenue, Unit F, Tampa, Florida 33604. but the Corporation shall have the power to relocate its principal office and to establish branch offices at other places within or without the State of Florida as may be determined and deemed expedient from time to time. The initial mailing address of the Corporation shall be 3212 W. San Juan St. #5 Tampa, Florida 33629, but the Corporation shall have the power to change its mailing address to an address within or without the State of Florida.

ARTICLE II

PURPOSES

The Corporation is a volunteer community run organization designed to prepare cyclists for the road ahead by providing space, education, tools and affordable parts to maintain and enjoy their own bicycles in pursuit of transportation and recreation; with the goal of creating a larger, more connected community of cyclists and ultimately a better and safer local cycling environment.

ARTICLE III

POWERS

The Corporation shall possess all powers allowed by law, including but not limited to, the powers hereinafter described.

- (a) To exercise all rights and powers conferred by laws of the State of Florida

applicable to corporations of this character, including but not limited to the following powers: to acquire by bequest, devise, gift, grant, donation, contribution, purchase, lease or otherwise any property of any sort or nature without limitation as to its amount or value, and to hold, invest, reinvest, manage, use, apply, employ, sell, expend, disburse, loan, lease, mortgage, convey, option, donate or otherwise dispose of such property and the income, principal, and proceeds of any such property.

(b) To purchase, invest, acquire, own, hold, reinvest, guarantee, sell, assign, transfer, mortgage, pledge, loan or otherwise dispose of and deal in any bonds, securities, evidence of indebtedness or other personal property, as well as to purchase, invest, acquire, own, hold, reinvest, sell, transfer, mortgage, or otherwise dispose of and deal in real estate; and, as the owner of any such real or personal property, to exercise all the rights, powers and privileges of ownership;

(c) To receive assistance, money, real or personal property and any other form of contributions from any person, firm or corporation, or any organization, ministry, or church, to be utilized in the furtherance of the objects and purposes of the Corporation; to enter into agreements or contracts for regular and irregular contributions to the Corporation for its objects and purposes;

(d) To establish an office and employ such assistance and clerical force as may be necessary and proper in the judgment of the Board of Directors of the Corporation;

(e) To use or distribute, in the manner, form and method, and by the means determined by the Board of Directors of the Corporation, any and all forms of contributions received by the Corporation in furtherance of the Corporation's stated purposes, in a manner that assures that money and real or personal property contributed to the Corporation in the furtherance of these objects and purposes are, and shall continue to be, impressed with a trust for such purposes;

(f) To contract and be contracted with and to sue and be sued;

(g) To invest and reinvest surplus funds in such securities and properties as the Board of Directors of the Corporation may from time to time determine;

(h) To apply the whole or any part of the income and principal of the Corporation exclusively in furtherance of the Corporation's stated purposes, either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any successor laws or regulations (collectively, the "Internal Revenue Code");

(i) To do all acts and things requisite, necessary, proper and desirable to carry out and further the objects for which the Corporation is formed; and, in general, to have all the rights, privileges and immunities, and enjoy all the benefits of the laws of the State of Florida applicable to corporations of this character, including but not limited to, the powers described in

Chapter 617 of the Florida Statutes; and

(j) To adopt and use a corporation seal containing the words "corporation not for profit", if desired and deemed necessary.

The enumeration of the foregoing shall not be held to limit or restrict in any manner the general powers of the Corporation. The objects, purposes and powers of the Corporation however, shall be exercised, construed and limited in their application to accomplish the educational purposes for which the Corporation is formed. The activities of the Corporation shall be consistent with Section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV

DURATION AND EXISTENCE

The existence of the Corporation shall begin on June 17, 2009 and thereafter the existence of the Corporation shall be perpetual.

ARTICLE V

Incorporator

The name and address of the Incorporator is: Adam Newman
200 9th Ave. N.
St. Petersburg, Florida 33701

ARTICLE VI

OFFICERS

The affairs of the Corporation shall be conducted by a President a Vice-President, a Treasurer, and a Secretary, and such other officers designated and authorized by the Board of Directors.

The election of such officers, as well as the fixing of the time and place for holding special and annual meetings, shall be as provided in the bylaws of the Corporation.

ARTICLE VII

DIRECTORS

The Corporation shall be governed by a Board of Directors. The number of directors serving on

the Board of Directors, the election or appointment of directors, and the fixing of the time and place for holding special and annual meetings shall be as provided in the bylaws of the Corporation.

The initial directors and officers shall be:

David Horst- Director and President
3212 W. San Juan St. #5
Tampa, Florida 33629

Mike Wiemar- Director and Vice-President
125 Nancy Lane
St. Petersburg, Florida 34677

Kelly Campana- Director and Secretary
1308 E. New Orleans Ave.
Tampa, Florida 33603

Dana Putney- Director and Treasurer
2613 W. Watrous Ave.
Tampa, Florida 33629

ARTICLE VIII

AMENDMENTS TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at any time by a resolution adopted by the majority vote of the Board of Directors at any annual or special meeting, provided a quorum is present and further provided that due notice of the proposed amendment has been given to the directors then serving on the Board of Directors in accordance with the provisions of the bylaws of the Corporation. Notwithstanding the foregoing, any amendment or amendments shall be consistent with the purposes for which the Corporation was created.

ARTICLE IX

CHARITABLE LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the directors or officers of the Corporation, or to any other private person; no part of the assets of the Corporation shall be expended to the benefit of anyone other than a recipient of funds in furtherance of the Corporation's stated purposes. All such income and all such assets shall be used and expended solely for the purposes stated in Section 501(c)(3) of the Internal Revenue Code. The Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to the Corporation and to make payments and distributions in furtherance of the purposes as set forth herein.

In the event that the Corporation is characterized as a private foundation within the meaning of Section 509 of the Internal Revenue Code during any period, the Corporation, during such period:

Shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code;

Shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code; and

Shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

ARTICLE X

DISPOSITION OF ASSETS

In the event of the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation by transferring such assets to such organizations which are exempt under Section 501(c)(3) of the Internal Revenue Code as are engaged in activities that are the same as, or activities that are similar to, the Corporation's stated purposes, as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Circuit Court of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XI

REGISTERED OFFICE AND REGISTERED AGENT

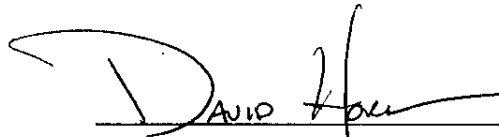
The initial registered agent and the initial registered office for the Corporation are as follows: Christopher H. Norman, Esq., at 315 S. Hyde Park Avenue, Tampa, Florida 33606.

ARTICLE XII

ADOPTION OF RESTATEMENT

There are no members. These Restated Articles of Incorporation were adopted at a meeting of the Board of Directors by a majority vote of the directors then in office.

The undersigned has executed these Articles of Incorporation on this 2 day of May, 2012 for the uses and purposes therein stated.



David Horst, President

**CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED FOR
TAMPA BAY BIKE CO-OP, INC.**

Pursuant to Chapter 617 of the Florida Statutes, **TAMPA BAY BIKE CO-OP INC.**, desiring to organize under the laws of the State of Florida, with its principal office as indicated in the foregoing Articles of Incorporation, hereby designates Christopher H. Norman, Esq., at 315 S. Hyde Park Ave. Tampa, Florida 33606, as its agent to accept service of process within the State of Florida.

Having been named to accept service of process for **TAMPA BAY BIKE CO-OP INC.**, at the place designated above, I hereby consent to act in this capacity, and hereby agree to comply with the laws of the State of Florida relative to said office.

Having been named to accept service of process for the above-stated Corporation, at the place designated in this certificate, I hereby accept to act in this capacity, and agree to comply with the provision of said Act relative to keeping open said office.



Christopher H. Norman, Esq., as Registered Agent