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No. 9547 P. 1
Page 1 of 1

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FLORIDA PROFIT/NON PROFIT CORPORATION

CROWN JEWEL CYCLISTS, INC.

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**ARTICLES OF INCORPORATION
OF
CROWN JEWEL CYCLISTS, INC.
(A Corporation not for Profit)**

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, hereby forms a corporation not for profit under Florida law.

I. NAME

The corporation's name is **CROWN JEWEL CYCLISTS, INC.**

II. PURPOSES AND POWERS

The purposes of the Corporation shall be to be a charitable organization fulfilling charitable purposes in order to:

A. Support and improve bicycle safety for bicycle riders and bicycle passengers by encouraging bicyclists, pedestrians, and operators of motor vehicles to respect and obey the laws pertaining to bicycle riding, and to promote the wearing of helmets and the use of proper lights and reflectors on bicycles.

B. Improve the general quality of life in and to provide opportunity for civic, social, and community improvement for the citizens of the greater Lake Wales, Florida, community.

C. Co-operate and co-ordinate with other charitable, for profit, non-profit, civic, and governmental entities to provide for and enhance the betterment of the citizens of the greater Lake Wales, Florida.

D. Receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, firm, trust or corporation, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation. However, no gift, bequest, devise or purchase of any such property shall be received or made and accepted if it is conditioned or limited in such manner as shall require the disposition of income or principal to any organization other than a "charitable organization" or for any purpose other than "charitable purposes" within the respective meanings of such quoted terms as defined herein, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to § 501(c)(3) of the Internal Revenue Code of 1986, as now in force or acts in amendment thereof or substitution therefor.

Instrument Preparer:
James M. Weaver, FBN 212792
WEAVER, MCCLENDON & PENROD, LLP
240 East Park Avenue
Post Office Box 466
Lake Wales, FL 33859-0466
863.676.6000

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III. DEFINITIONS

In these Articles of Incorporation and in any amendments to it:

A. The terms "charitable organizations" or "charitable organization" shall mean corporations, or other entities formed under United States law, and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual, and no substantial part of the activities of which is carrying on propaganda, or otherwise attempting to influence legislation, and which do not participate in, or intervene (including the publishing or distributing of statements) in any political campaign on behalf of any candidate for public office. The organizations described in this Article shall be such only as are entitled to exemption from income tax under § 501(c)(3) of the Internal Revenue Code of 1986, or acts in amendments thereof or substitution thereof.

B. The term "charitable purposes" shall be limited to only religious, charitable, scientific, literary or educational purposes as defined in § 501(c)(3) of the Internal Revenue Code of 1986, or as amended.

IV. MEMBERSHIP

The qualifications for members and the manner of their admission are provided for in the Bylaws of the corporation.

V. TERM OF EXISTENCE

The corporation is to exist perpetually.

VI. STREET ADDRESS

The street and mailing address of the corporation is 631 Springer Drive, Lake Wales, FL 33853. The Registered Agent is **ROBERT L. DIOGUARDI**, and his address is 631 Springer Drive, Lake Wales, FL 33853. The Board of Directors may, from time to time, move the principal office to any other address in Florida.

VII. DIRECTORS

The Board of Directors shall exclusively manage the affairs of the corporation and shall consist of no less than three (3) members and no more than twenty-one (21) members. The Board shall be elected at the Annual meeting of the Board of Directors. The initial Board of Directors shall consist of the following persons with their addresses shown:

NAME/ADDRESS

ROBERT L. DIOGUARDI
631 Springer Drive
Lake Wales, FL 33853

JUDY SEYMOUR
4860 Hussy Court
Lake Wales, FL 33859

JOAN DIOGUARDI
631 Springer Drive
Lake Wales, FL 33853

CINDY SIMS
9208 Sheppard Drive
Lake Wales, FL 33898

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VIII. OFFICERS

The affairs of the corporation are to be set by the Board of Directors and carried out by a president, a vice president, a secretary, a treasurer and such other officers as the Board of Directors determines. The Board of Directors will elect officers at least annually. The names and offices of the persons who are to serve as officers until the first election of officers are:

<u>NAME</u>	<u>OFFICE</u>
ROBERT L. DIOGUARDI	President
JUDY SEYMOUR	Vice President
CINDY SIMS	Secretary
ALEX WHEELER	Treasurer

IX. INCORPORATORS

The name and street address of the subscriber to these Articles of Incorporation are **ROBERT L. DIOGUARDI**, 631 Springer Drive, Lake Wales, FL 33853.

X. AMENDMENTS TO ARTICLES AND BY-LAWS

The Board of Directors shall have the power to adopt, alter, and rescind the Articles of Incorporation and the Bylaws by a two-thirds (2/3) vote of its members.

XI. NONPROFIT CHARACTER

A. In the event of dissolution, the residual assets of the organization will be turned over to one or more organizations which themselves are exempt as organizations described in sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 or corresponding sections of any prior or future Internal Revenue Code, or to the federal, state, or local government for exclusive public purpose.

B. Notwithstanding any other provision of these Articles, this corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Law or (b) a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue Law.

GIVEN by the undersigned subscriber on July 2, 2009.


ROBERT L. DIOGUARDI, Incorporator

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ACKNOWLEDGMENT

The foregoing instrument was acknowledged before me in Polk County, Florida, on July 2, 2009, by **ROBERT L. DIOGUARDI**, personally known to me.



[Signature]
Notary Public

REGISTERED AGENT CERTIFICATE

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

CROWN JEWEL CYCLISTS, INC., desiring to organize and incorporate under Florida law with its principal office and its registered office as indicated in the Articles of Incorporation, has named **ROBERT L. DIOGUARDI** as its agent to accept service of process within this State in compliance with Fla. Stat. § 48.091.

ACKNOWLEDGMENT

Having been named to accept service of process for the above Corporation at the place designated in this certificate, I hereby agree to act in this capacity and agree to keep the office open in compliance with Fla. Stat. § 48.091.

[Signature]
ROBERT L. DIOGUARDI, Registered Agent

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