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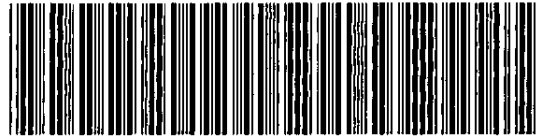
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

09 AUG 14 PM 3:00

APPROVED
AND
FILED

COVER LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

SUBJECT: Miami Bicycle Coalition, Inc.
(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)

Enclosed is an original and one (1) copy of the Articles of Incorporation and a check for :

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☒ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: James W. Moore, P.A.
Name (Printed or typed)

333 N.E. 23rd Street

Address

Miami, Florida 33137

City, State & Zip

305-576-2122 Ext. 17

Daytime Telephone number

mooreality@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the articles.

**ARTICLES OF INCORPORATION
OF
MIAMI BICYCLE COALITION, INC.**

APPROVED
AND
FILED
09 AUG 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE I – NAME

The name of the Corporation shall be: Miami Bicycle Coalition, Inc.

ARTICLE II – PRINCIPAL OFFICE

The principal place of business and the mailing address of this corporation shall
be:

333 NE 23rd St., Miami, Florida 33137

ARTICLE III – PERPETUAL EXISTENCE

The Corporation shall have perpetual existence unless dissolved according to
law.

ARTICLE IV – MEMBERSHIP

The members of the Corporation will be its Board of Directors.

ARTICLE V – OBJECTS AND PURPOSES

1. To operate exclusively for charitable and philanthropic purposes within the meaning of §501(c)(3) of the Internal Revenue code of 1986, as amended ("Code") or the corresponding provision of any future applicable law;
2. To advance bicycling in the City of Miami, Florida and throughout the United States of America, and the world.
3. To solicit, receive and accept grants and contributions;
4. To make grants and contributions for charitable purposes; and

5. To engage in such other charitable endeavors, not for profit, as may be permitted.

ARTICLE VI – NO DISCRIMINATION

The Corporation shall be operated so that there shall be no discrimination on the basis of race, sex, religion, color, ethnic or national origin.

ARTICLE VII – CORPORATE POWERS

Except as limited by these Articles or its Bylaws, the Corporation shall have and exercise all rights and powers in furtherance of its purposes as are now or may hereinafter be confirmed for not for profit corporations under the laws of the state of Florida.

ARTICLE VIII – LIMITATIONS ON CORPORATE ACTIVITIES AND CONDUCT

The Corporation shall not conduct any activities unless permitted to be carried on by (a) a corporation exempt from federal income tax under §501 (c)(3) of the Code or the corresponding provisions of any future United States Internal Revenue Law; or (b) a corporation to which contributions are deductible under § 170 (c)(2) of the Code or any other corresponding provision of any future United States revenue law.

No part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation and it shall make no donation to any institution or individual engaged in carrying on propaganda or otherwise attempting to influence legislation;

The Corporation shall not participate in political activity or make financial contributions for the benefit of any political party or cause or candidate for public office;

The Corporation shall have no authority to issue capital stock, and is not organized for profit. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, officers, or other private persons; except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of the Corporation.

ARTICLE IX – MANAGEMENT OF THE CORPORATION BY THE BOARD OF

DIRECTORS

1. The direction and management of the affairs of the Corporation and the control of its property shall be vested in a board of not less than three (3) Directors, subject to the limitations set forth hereinafter;
2. The Board of Directors shall adopt and may amend from time to time by laws to regulate the conduct of the Corporation's business; however, no by-law or amendment thereof may be adopted which is contrary to or inconsistent with the provisions of these Articles.
3. The initial directors, who are to serve until the first election thereof are:

Kathryn R. Moore

Felipe Azenha

Mike Lydon

Kevin Kirwin

ARTICLE X – OFFICERS

The Corporation shall have such officers as may be provided for by the By-Laws. The officers shall be elected by the Directors at the time, for the terms and in the

manner provided by the By-Laws. The officers shall have such powers and responsibilities as provided in the By-Laws.

ARTICLE XI – DISSOLUTION

1. The Corporation may be dissolved upon the affirmative vote of three-quarters of all Directors then holding office.
2. Should the Corporation be dissolved, the Board of Directors shall, after payment or provision for payment of all obligations of the Corporation, transfer all remaining assets to a qualified 501 (c) (3) organization as determined by the Board of Directors.

ARTICLE XII – AMENDMENT

These Articles of Incorporation may be amended upon the affirmative vote of three-quarters of all Directors then holding office.

ARTICLE XIII – ACTION BY UNANIMOUS WRITTEN CONSENT WITHOUT MEETING

Any action by the Directors that may be taken at a meeting of Directors may also be taken by unanimous consent without meeting.

ARTICLE XIV – INDEMNIFICATION

The Corporation shall, to the extent legally possible, and only to the extent that the status of the Corporation as an organization exempt under §501 (c)(3) of the Internal Revenue Code is not affected thereby, indemnify each of its directors and officers against all liabilities and expenses.

ARTICLE XV – INITIAL REGISTERED AGENT AND STREET ADDRESS

The name and Florida street address of the initial registered agent are:

James W. Moore

James W. Moore, P.A.
333 NE 23rd Street
Miami, FL 33137

ARTICLE XVI – INCORPORATOR

The name and address of the incorporator of the Articles of Incorporation are:

James W. Moore
James W. Moore, P.A.
333 NE 23rd Street
Miami, FL 33137

Dated this 11th day of August, 2009.

Miami Bicycle Coalition, Inc.

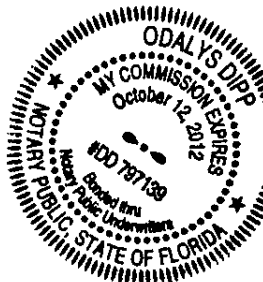
By: _____

STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

Before me, notary public authorized to take acknowledgments in the State and County seat above, personally appeared JAMES W. MOORE () ~~He~~ She is personally known to me and did take oath this 11th day of AUGUST 2009.

My Commission Expires:




Notary Public, State of Florida

Note: Stamp or print notary name.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT

The undersigned hereby accepts the appointment as registered agent contained in the foregoing Articles of Incorporation.


James W. Moore

APPROVED
AND
FILED
09 AUG 14 PM 3:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA