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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

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

SUBJECT: EASTSIDE CYCLING CLUB, 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: RYAN K. PARKER, ESQ.
Name (Printed or typed)

14049 Wild Majestic Street
Address

Orlando, FL 32828
City, State & Zip

407-737-3603
Daytime Telephone number

JPerry@OasisAdvantage.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
EASTSIDE CYCLING CLUB, INC.

A Florida "Not for Profit" Corporation

The undersigned, acting as incorporator of a corporation under Chapter 617 of Florida Statutes, adopts the following Articles of Incorporation:

ARTICLE I – NAME OF CORPORATION.

The name of the corporation is EASTSIDE CYCLING CLUB, INC. (the, "Corporation").

ARTICLE II – CONTACT INFORMATION

The location of the Corporation's Principal Office AND the Mailing Address of the Corporation is: 1909 Crown Hill Blvd., Orlando, Florida 32828.

ARTICLE III – CORPORATE PURPOSE

The purposes for which this Corporation is formed are exclusively charitable, educational and scientific and consist of the following:

1. This Corporation is initially formed to further the endeavors of a club dedicated to organization and participation of its members in any and all activities related to cycling.
2. The period of duration for the Corporation is to be perpetual.
3. The qualification for members, if any, and the manner of their admission shall be regulated by the bylaws of the Corporation.
4. This Corporation is formed exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.
5. To aid, support, and assist by gifts, contributions, or otherwise, other Corporations, community chests, funds and foundations organized and operated exclusively for charitable or educational purposes, no part of the net earnings of which inures to 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.
6. To do any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attaining of the foregoing purposes, either directly or indirectly, and either alone or in conjunction or cooperation with others, whether such others be persons or organizations of any kind or nature, such as Corporations, firms, association, trusts, institution, foundations, or governmental bureaus, departments or agencies.

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7. All of the foregoing purposes shall be exercised exclusively charitable and educational purposes in such a manner that the Corporation will qualify as an exempt organization under section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

8. 501(c)(3) LIMITATIONS

A. **CORPORATE PURPOSES:** Notwithstanding any other provision of these7 articles, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from Federal and state 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.

B. **EXCLUSIVITY:** The Corporation is organized exclusively for charitable and educational purposes.

C. **NO PRIVATE INUREMENT:** The Corporation is not organized nor shall it be operated for the primary purpose of generating pecuniary gain or profit. The Corporation shall not distribute any gains, profits or dividends to the Directors, Officers, or Members thereof, or to any individual, except as reasonable compensation for services actually performed in carrying out the Corporation's charitable and educational purposes. The property, assets, profits and net income of the Corporation are irrevocably dedicated to charitable and educational purposes no part of which shall inure to the benefit of any individual.

D. **LOBBYING AND POLITICAL CAMPAIGNS:** No substantial part of the activities of the Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

E. **DISSOLUTION:** Upon winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of all debts and liabilities shall be distributed to an organization recognized as exempt under section 501(c)(3) of the Internal Revenue Code of 1986 to be used exclusively for charitable and educational purposes. If the Corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Circuit Court of the district in which the Corporation's principal office is located, upon petition thereof by the Attorney General or by any person concerned in the liquidation.

F. **"PRIVATE FOUNDATION" PROVISIONS:** In the event this Corporation is considered to be a "Private Foundation" by the U.S. Internal Revenue Service under provisions of the United States Code the following provisions apply:

i.) The Corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by section 4942 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ii.) The Corporation will not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iii.) The Corporation will not retain any excess business holdings as defined in section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

iv.) The Corporation will not make any investments in a manner as to subject it to tax under section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

v.) The Corporation will not make any taxable expenditures as defined in section 4945(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE IV – DIRECTORS, MANNER OF ELECTION

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws.

ARTICLE V – NAMES AND ADDRESS OF INITIAL DIRECTORS AND OFFICERS

<u>Name:</u>	<u>Address:</u>	<u>Position</u>
James G. Perry III	1909 Crown Hill Blvd., Orlando, FL, 32828	Director/President
E. Gordon King, Jr.	13308 Summer Rain Drive, Orlando, FL, 32828	Director/Vice President
John A. Turner	2355 Rainbow Springs Lane, Orlando, FL, 32828	Director
Douglas A. Preble	1403 Sunningdale Way, Orlando, FL, 32828	Secretary
Andrew V. Nazareth	611 Tuten Tr, Orlando FL, 32828	Treasurer

ARTICLE VI – REGISTERED AGENT:

The name of the registered agent of the Corporation is Ryan K. Parker. The address of this registered agent is 14049 Wild Majestic Street, Orlando, Florida, 32828.

ARTICLE VII – INCORPORATOR


The name and address of the incorporators ("Incorporators") are: James G. Perry III, of 1909 Crown Hill Blvd., Orlando, Florida 32828 and E. Gordon King, Jr. of 13308 Summer Rain Drive, Orlando, 32828

ARTICLE VIII - EXECUTION


Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.



Ryan K. Parker, Registered Agent



James G. Perry III, Incorporator



E. Gordon King, Jr., Incorporator

SECRETARY OF STATE
TALLAHASSEE, FLORIDA
NOV 30 2009
PH 3601
November 24, 2009
Date