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FLORIDA PROFIT/NON PROFIT CORPORATION  
SOUTHERN KNIGHTS MC INC

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Articles of Incorporation  
Of  
**Southern Knights MC Inc**  
A Florida "Not for Profit" Corporation

In compliance with the requirements of Chapter 617, Florida Statutes, the undersigned, all of whom are residents of the State of Florida and all of whom are of full age, have this day voluntarily associated themselves together for the purpose of forming a corporation not for profit and do hereby adopt the following Articles of Incorporation:

**Article I**

The name of this corporation is **Southern Knights MC Inc**, a Florida Not of Profit Corporation, hereafter referred to as the "Corporation."

**Article II**

The principal office of the Corporation is located at **2021 Island Drive Miramar, FL 33023** and the Association mailing is **2021 Island Drive Miramar, FL 33023**.

**Article III**

The term of existence of the Corporation is perpetual, unless sooner dissolved in accordance with Article X hereof.

**Article IV**

As authorized by Chapter 237, Florida Statutes, and pursuant to Chapter 617, Florida Statutes, this non stock basis corporation is organized as a not-for-profit corporation exclusively for **children bike shows** as described 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 to receive, hold, invest and administer real and personal, tangible and intangible property and to make expenditures to or for the benefit of **low income families to bring their children to enjoy bike showcases in Miami-Dade and Broward county in Florida**.

**Article V**

The name of the registered agent and registered office of the Corporation is as follows:  
**Richard Falero**  
**2021 Island Drive Miramar, FL 33023**

**Article VI**

The authorized number and qualification for members of the Corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members shall be set forth in the bylaws.

**Article VII**

The method of selection of the Board of Directors and number of directors shall be stated in the bylaws but shall not be less than three (3) unrelated directors. The names and addresses of the persons who are to serve as the initial Board of Directors, until the election of their successors are as follows:

<b>Richard Falero</b>	<b>2021 Island Drive Miramar, FL 33023</b>
<b>Eliud Chevres Jr</b>	<b>1521 Hammock Lane Pembroke Pines, FL 33026</b>
<b>Nicole Chevres</b>	<b>1521 Hammock Lane Pembroke Pines, FL 33026</b>

**Article VIII**

The name and address of the incorporator and subscriber to these Articles of Incorporation is:  
**Richard Falero**  
**2021 Island Drive Miramar, FL 33023**

#### Article IX

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, trustees, 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 set forth in Article IV hereof.

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 for or against any candidate for public office.

Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by:

1. A not for profit corporation under Chapter 617, Florida Statutes, or any other corresponding provision of any future Florida Statutes; or
2. Any corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code; or
3. A corporation exempt from federal income tax under Section 501 (c)(3) of the Internal Revenue Code of 1986 or corresponding section of any future federal tax code.

#### Article X

The Corporation may be dissolved with the assent given in writing and signed by not less than two-thirds (2/3) of the members. Upon winding up and dissolution of the Corporation, other than incident to a merger or consolidation, 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 similar purposes, provided that such does not impair or destroy the tax exempt status. 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.

#### Article XI

In the event the 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:

1. 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.
2. 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.
3. 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.
4. 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.

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

#### Article XII

Any person(s) (and the heirs, executors and administrators of such person) made or threatened to be made a party to any action, suit or proceeding by reason of the fact that he/she is or was a Director or Officer of the Corporation shall be indemnified by the Corporation against any and all liability and the reasonable expenses, including attorney's fees and disbursements, incurred by him/her (or by his/her heirs, executors or administrators) in connection with the defense or settlement of such action, suit or proceeding, or in connection with any appearance therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director or Officer is liable for negligence or misconduct in the performance of his duties. Such right of indemnification shall not be deemed exclusive of any other rights to which such Director or Officer (or such heirs, executors or administrators) may be entitled apart from this Article.

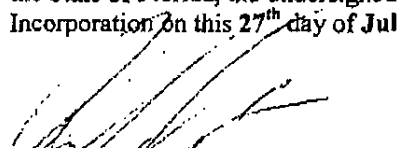
#### Article XIII

The power to adopt, alter, amend or repeal bylaws shall be invested in the Board of Directors, by majority vote, in the manner provided in the bylaws and are not inconsistent with these Articles of Incorporation.

#### Article XIV

The Corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation. Amendments to the Articles of Incorporation shall require assent of two-thirds (2/3) of the entire Board of Directors at any board meeting called for that purpose.

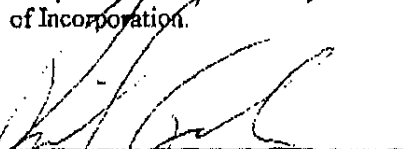
IN WITNESS WHEREOF, for the purpose of forming this "Not for Profit" corporation under the laws of the State of Florida, the undersigned Incorporator and subscriber, hereby executed these Articles of Incorporation on this 27<sup>th</sup> day of July, 2010.

  
Richard Falero  
Incorporator

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#### REGISTERED AGENT'S ACCEPTANCE OF APPOINTMENT

Having been named to accept the service of process for the above stated corporation, at the place designated in these Articles of Incorporation, I, the undersigned, hereby agree and accept my appointment as registered agent for Southern Knights MC Inc, a Florida Not for Profit Corporation, to act in this capacity and I further agree to comply with the provisions of law and all statutes relative to the proper and complete performance of my duties and to keeping open said office pursuant to Article V of these Articles of Incorporation.

  
Richard Falero  
Registered Agent