

N10000009962

(Requestor's Name)

8030NW 116 Ave

(Address)

Doral, FL 33178

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

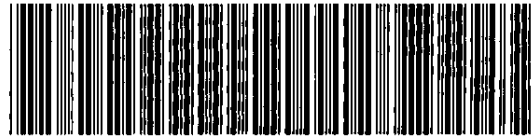
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W10-45763

ARTICLES OF INCORPORATION OF
DORAL CYCLING CLUB, INC.

The undersigned, for the purpose of forming a corporation not for profit under the laws of Florida, pursuant to Chapter 617, *Florida Statutes*, hereby adopts the following Articles of Incorporation:

ARTICLE I
NAME

Section 1.1 **Name** The name of the corporation is Doral Cycling Club, Inc. (the "Club").

Section 1.2 **Principal Office and Mailing Address of the Corporation**. The mailing address and principal office of the corporation is 8030 NW 116 Avenue, Doral FL 33178.

ARTICLE II
PURPOSES

Section 2.1 **Purposes** The Club is organized exclusively for one or more of the purposes as specified in Section 501(c)(7) code of the Internal Revenue Code, or the corresponding section of any future federal tax. The Club shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal income tax under Internal Revenue Code Section 501(c)(7).

Specifically, the Club is organized as an enthusiast cycling club which encourages the promotion of fitness, health, and sports performance in connection with cycling. The Club will also foster social functions in which Club members attendees may enjoy personal contact, fellowship, and commingling with other members for the purpose of pleasure, recreation and other permitted nonprofitable purposes.

The Club will present and motivate and generate sponsorship activities that will enhance the awareness and reputation of the Club before the general public. The Club may also encourage its members to participate in competitions/championships and may provide training guidelines to its members to foster its purposes as provided herein. The Club will also enter into any and all contracts, leases, and other agreements in order to carry out its purposes.

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ARTICLE III
BOARD OF DIRECTORS

Section 3.1 **Corporate Affairs.** The affairs of the Club shall be managed by its Board of Directors. The Board of Directors shall have all the powers necessary or appropriate for the administration of the affairs of this Club.

Section 3.2 **Election.** Directors shall be elected in the manner set forth in the Club Bylaws.

Section 3.3 **Initial Directors.** The Club shall initially have three (3) directors. The number of directors may be increased or decreased from time to time, as provided in the Club Bylaws; however, the Club shall at all times have a minimum of three (3) Directors. The initial directors shall, as provided in Chapter 617.0205, *Florida Statutes*, hold an organizational meeting, at the call of a majority of the directors, to complete the organization of the Club by appointing officers, adopting the Bylaws, and carrying on any other matters presented before the meeting.

Section 3.4 **Names and Addresses Initial Directors.** The names and addresses of the persons who are to serve are the initial directors until the election or appointment of successors are as follows:

| <u>Name</u> | <u>Address</u> |
|---------------------|--|
| 1. Edgar Ceballos | <u>8030 NW 116 Avenue, Doral FL 331748</u> |
| 2. Juan Bernal | <u>4882 NW 108th Psge, Doral FL 33178</u> |
| 3. Gustavo Castillo | <u>8300 NW 53rd St. #350, Doral FL 33166</u> |

ARTICLE IV
MEMBERSHIP

Section 4.1 **Membership Limitations.** Qualifications of members and admission to the Club shall be determined by the Bylaws of the Club, as approved by its initial Board of Directors.

ARTICLE V
INCORPORATOR

Section 5.1 **Incorporator.** The name and address of the Incorporator signing the Articles of Incorporation:

Gustavo Castillo
8300 NW 53rd St, Ste 350
Doral, FL 33166

ARTICLE VI
INITIAL REGISTERED AGENT AND OFFICE

Section 6.1 **Initial Registered Agent and Office.** The name and address of the initial registered office and agent of Club is:

- (A) Registered Agent: Gustavo Castillo
- (B) Registered Office: 8300 NW 53RD ST, Ste 350, Doral FL 33166

ARTICLE VII
LIMITATION ON ACTIVITIES AND POWERS

Section 7.1 **Limitation on Activities and Powers.** In no circumstance, and notwithstanding merger, consolidation, reorganization, termination, dissolution, or winding up of the Club, voluntary or by operation of law, the following provisions shall apply:

- (a) No part of the net earnings of the Club, if any, shall inure to the benefit of or be distributable to its members, directors, shareholders, officers, or other private persons, excepts that the Club shall be authorized and empowered to pay reasonable compensation for services actually provided to the Club, and to make payments and distributions in furtherance of the purposes set forth herein.
- (b) No substantial part of the activities of the Club shall constitute an attempt to influence legislation, nor shall the Club in any manner or to any extent or to any extent participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for publish office, nor shall it engage in any activities that are unlawful under Federal, Florida laws, or both, or any jurisdiction where such activities take place.
- (c) In no circumstance will the Club be operated for the purposes of business for profit. None of the assets or net earnings of the Club shall be used for purposes other than those established herein and pursuant to the requirements of the section 501(c)(7) of the Internal Revenue Code.
- (d) In no circumstance will the Club discriminate against any person on the basis of age, race, origin, color, sex, disability, or religion.
- (e) Notwithstanding any other provisions of these Articles, the Club shall not carry on any other activities not permitted to be carried on by corporation that qualifies for tax-exempt treatment under section 501(c)(7) of the Internal Revenue Code.

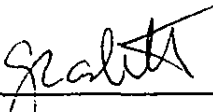
ARTICLE VIII
CORPORATE TAXABLE YEAR

Section 8.1. **Taxable Year.** For purposes of Federal income tax the taxable year for the Club will be from January 1 to December 31.

ARTICLE IX
DISTRIBUTION OF ASSETS UPON DISSOLUTION

Section 9.1 **Dissolution of Assets Upon Dissolution.** Upon the dissolution of the Club, the Board of Directors shall after paying or making provisions for the payments of all of the liabilities of the Club, dispose of all of the assets of the Club in such a manner, solely for charitable, educational, religious or scientific purposes as shall it qualify at the time as a tax-exempt organization under 501(c)(3) of the Internal Revenue Code, or such clubs or organizations under Section 501(c)(7) of the Internal Revenue Code, all as the Board of Directors shall determine.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles this 22 day of September, 2010.



Gustavo Castillo, incorporator/Registered Agent

STATE OF FLORIDA)
MIAMI-DADE COUNTY)

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BEFORE ME, a notary public duly authorized to take acknowledgements in the state and count set forth above, personally appeared Gustavo Castillo and presented C 234-281-62-289-0 and has hereby executed the foregoing Articles and acknowledge to me that be executed the same freely and voluntarily.

WITNESS my hand and official seal this 22nd of September, 2010

