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(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

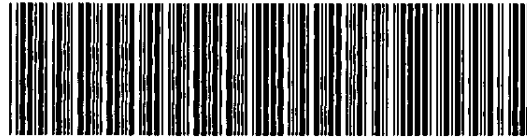
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WH 41078

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

VH

## COVER LETTER

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

SUBJECT: North Florida Police Motorcycle 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: Douglas A. Oberdorfer  
Name (Printed or typed)

432 East Monroe Street  
Address

Jacksonville, FL 32202  
City, State & Zip

(904) 354-5454  
Daytime Telephone number

doug@oberdorferlaw.com  
E-mail address: (to be used for future annual report notification)

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

August 22, 2011

DOUGLAS A. OBERDORFER  
432 EAST MONROE STREET  
JACKSONVILLE, FL 32202

SUBJECT: NORTH FLORIDA POLICE MOTORCYCLE INC.  
Ref. Number: W11000041078

We have received your document for NORTH FLORIDA POLICE MOTORCYCLE INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

Please list the a complete address for the Incorporator.

Please return the corrected original and one copy of your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6962.

Valerie Herring  
Regulatory Specialist II  
New Filing Section

Letter Number: 211A00018438

APPROVED  
AND  
FILED

**ARTICLES OF INCORPORATION  
OF  
NORTH FLORIDA POLICE MOTORCYCLE INC.**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

I, the undersigned natural person to the age of twenty-one years or more, acting as an incorporator of a non-profit corporation adopt the following Articles of Incorporation for such corporation pursuant to the Florida Not For Profit Corporation Act of the State of Florida.

FIRST: The name of the Corporation is NORTH FLORIDA POLICE MOTORCYCLE INC. (hereinafter sometimes referred to as the "Corporation").

SECOND: The principal address of the Corporation is 432 East Monroe Street, Jacksonville, Florida 32202.

THIRD: The period of duration of the Corporation is perpetual.

FOURTH: The purposes for which the Corporation is organized and operated are to engage exclusively in such charitable, educational and scientific activities as may qualify it for exemption from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (hereinafter referred to as the "Code"). Such purposes include, but are not limited to:

- A. The encourage more skillful and safer motorcycle riding, handling and judgment among motorcycle police officers.
- B. To solicit new ideas and techniques on more skillful and safer motorcycle riding and handling, including ideas concerning advances in motorcycle equipment.
- C. The disseminate such new ideas and techniques to the various police agencies.
- D. To promote better and more harmonious working relationships among the various police agencies in the Southeast region of the United States.
- E. To encourage widespread participation among motorcycle police officers in the Corporations's programs.
- F. To do any and all lawful acts that may be necessary, useful, suitable or proper for the furtherance of the purposes of the Corporation.

In furtherance of the above and other related purposes, the Corporation shall have the power to exercise all power and authority conferred upon it under the Florida Not for Profit Act, or otherwise, including but not limited to, the power to accept donations of money or property, whether real or personal, or any interest therein, wherever situated in a manner consistent with the Solicitation of Contributions Act.

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FIFTH: The Corporation shall have members with such qualifications and rights as are provided in the By-laws. Every member shall have the right to vote.

SIXTH: The manner of election or appointment of Directors of the Corporation shall be as provided in the By-laws of the Corporation. The number of members of the Board of Directors shall be set in the manner provided in the By-laws, but in no event shall there be fewer than three (3) Directors.

SEVENTH: Provisions for the regulation of the internal affairs of the Corporation shall be as set forth in the By-Laws, and the Board of Directors shall supervise the management of the business and affairs of the Corporation in accordance with the By-laws. The initial By-laws shall be adopted by the initial Board of Directors hereinafter named. The power to amend or repeal the By-laws shall be vested in the Board of Directors, as described in the By-laws.

EIGHTH: At all times, notwithstanding merger, consolidation, reorganization, termination, dissolution, or wing up of the Corporation, voluntary or involuntary or by operation of law, or any other provisions hereof:

- A. The Corporation shall not possess or exercise any power or authority, or engage directly or indirectly in any activity that will or might prevent it at any time from qualifying or continuing to qualify as a corporation described in section 501(c)(3) of the Code, contributions to which are deductible for Federal income tax purposes under Section 170 (c)(2) of the Code;
- B. No part of the assets or net earnings of the Corporation shall ever be used, nor shall the Corporation ever be organized or operated, for purposes that are not exclusively charitable, educational and scientific within the meaning of Section 501(c)(3) of the Code;
- C. 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 on behalf of any candidate for public office;
- D. Pursuant to the prohibition contained in Section 501(c)(3) of the Code, no part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to its members, Directors, 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 THIRD above;

E. Notwithstanding any other provisions of these Articles, if at any time or times the Corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

1. The Corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Code, which would give rise to any liability for the tax imposed by Section 4941(d) of the Code;
2. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to subject the Corporation to the tax on undistributed income imposed by Section 4942 of the Code;
3. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code, which would give rise to any liability for the tax imposed by Section 4943(c) of the Code;
4. The Corporation shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and
5. The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code.

NINTH: Upon dissolution of the Corporation, the Board of Directors shall:

- A. Pay or make provision for the payment of all of the Corporation's liabilities;
- B. Return, transfer or convey (or make provision therefor) all assets held by the Corporation upon condition requiring such return, transfer or conveyance in the event of dissolution of the Corporation; and
- C. Dispose of the Corporation's remaining assets exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, as the Directors shall determine, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such asset not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

TENTH: The private property, both real and personal, of the members of the Board of Directors and the officers of the Corporation shall not be subject to the

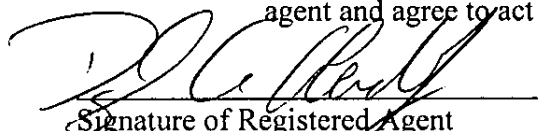
payment of corporate debts to any extent whatsoever.

ELEVENTH: The address of the Corporation's initial registered office is 432 East Monroe Street, 2<sup>nd</sup> Floor, Jacksonville, Florida. The name of the count in which the initial registered office is located is Duval County, Florida. The name of the registered agent of the Corporation is Douglas A. Oberdorfer, Esquire, who is a resident of Florida and who is a member of the Florida State Bar, and whose business address is the same as the registered office of the Corporation.

TWELFTH: The number of the Directors constituting the initial Board of Directors fo the Corporation is six (6), and the names and addresses of the persons who are to serve as the initial Directors until the first annual meeting or until their successors are elected and qualify are:

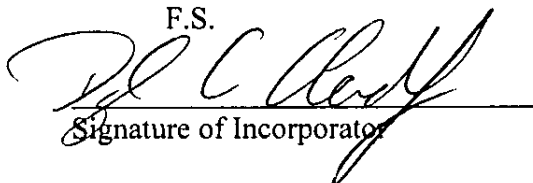
<u>Name</u>	<u>Address</u>
Skip Gwinn	11276 Turn Bridge Drive, Jacksonville, Florida 32256
Mark Adamec	8909 Baymeadows Road, Jacksonville, Florida 32256
Jim Suber	12846 Wanda Lane, Jacksonville, Florida 32258
David Stevens	501 East Bay Street, Jacksonville, Florida 32202
Dave Foster	7077 Bonneval Road #380, Jacksonville, Florida 32216
Mark Richardson	1 UNF Drive, Jacksonville, Florida 32224

THIRTEENTH: 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 an accept the appointment as registered agent and agree to act in this capacity.

  
Signature of Registered Agent

8/16/2011  
Date

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, F.S.

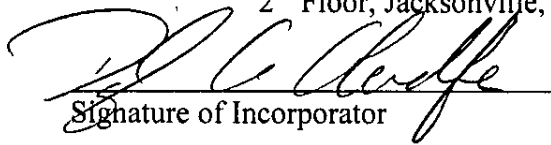
  
Signature of Incorporator

8/16/2011  
Date

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

FOURTEENTH: Articles of Incorporation of the North Florida Police Motorcycle Inc., shall be effective August 16, 2011. The incorporator is Douglas A. Oberdorfer, and the incorporator's address is 432 East Monroe Street, 2<sup>nd</sup> Floor, Jacksonville, Florida 32202.

  
Signature of Incorporator

8/16/2011  
Date