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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: 360Bikers Foundation, 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: Dana D. Thomas

Name (Printed or typed)

4512 N Flagler Dr., Suite 204

Address

West Palm Beach, FL 33407

City, State & Zip

561-655-2004 Ext 2

Daytime Telephone number

dana.thomas@thomas-clough.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
360BIKERS FOUNDATION, INC.**

The undersigned, acting as the incorporator of a corporation under the Florida Not for Profit Corporation Act, hereby adopts the following Articles of Incorporation for such Corporation:

Article I
Name

The name of the Corporation shall be **360BIKERS FOUNDATION, INC.**

Article II
Duration

The duration of the Corporation is perpetual.

Article III
Principal Office

The principal place of business and mailing address of the Corporation, located in Palm Beach County, Florida, shall be:

4512 N Flagler Drive, Suite 204
West Palm Beach, FL 33407

Article IV
Purposes

The purposes and power for which the Corporation (hereinafter called the Corporation) is organized are as follows:

Section 1. Said Corporation is organized for charitable, religious, scientific, literary, or educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code; to receive and maintain real or

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personal property, or both; and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof for charitable, religious, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code and Regulations issued pursuant thereto as they now exist or as they may hereafter be amended.

Section 2. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its 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 Third 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 on behalf of or in opposition to any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

Section 3. The Corporation, during any period when it is a "private foundation" under Code Section 509(a), shall not (1) engage in any act of self-dealing as defined in Code Section 4941(d) which would give rise to any liability for the tax imposed by Code

Section 4941(a); (2) retain any "excess business holdings" as defined in Code Section 4943(c) which would give rise to any liability for the tax imposed by Code Section 4943(a); (3) make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Code Section 4944, so as to give rise to any liability for the tax imposed by code Section 4944; (4) make any taxable expenditures as defined in Code Section 4945(d) which would give rise to any liability for the tax imposed by Code Section 4945(a); or (5) fail to distribute, for the purposes specified in these articles, for each taxable year, amounts at least sufficient to avoid liability for the tax imposed by Code Section 4942(a).

Section 4. Upon the dissolution of the Corporation, assets shall be distributed 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, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets 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, for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated for such purposes.

Article V Members

This Corporation shall have no members. The Corporation shall not pay dividends, and no part of the income of the Corporation shall be distributed to its past or present directors or officers; provided, however, that the Corporation may reimburse such persons for expenses actually incurred in connection with the exercise of their

respective duties for and on behalf of the Corporation. In the event that the Corporation is dissolved according to law, no assets or property of the Corporation shall directly or indirectly be distributed to or inure to the benefit of any past or current director or officer.

Article VI
Board of Directors and Manner of Election

Section 1. The affairs of the Corporation and all of its property shall be directed by a Board of Directors numbering not fewer than five (5) elected directors nor more than fifteen (15) elected directors from among the directors of the Corporation, as may be fixed by the By-Laws. Such directors will be elected at the annual meeting of all of the directors of this Corporation to be held at least annually at such time and at such place as the Board of Directors may from time to time fix.

Section 2. The Executive Committee shall consist of the President, Vice President, Secretary, Treasurer and may be authorized to exercise all or part of the powers and authority of the Board of Directors.

Section 3. The number of directors constituting the initial Board of Directors of the Corporation is five (5), and the names and addresses of the persons who are to serve as initial directors of the Corporation are as set forth in Article VII.

Article VII
Initial Directors

The names and addresses of the persons who are the initial directors of the Corporation are as follows:

Lee E. Keller, Jr.
11155 Narragansett Bay Court
Wellington, FL 33414

Dana D. Thomas
4512 N Flagler Drive, Suite 204
West Palm Beach, FL 33407

Kenneth DeJesus
70 Andros Road
Palm Springs, FL 33461

Douglas Kessler
83 Andros Rd
Palm Springs, FL 33461-2915

Paul Weber
1850 Fairview Villas Dr., #3
West Palm Beach, FL 33406-6670

Article VIII
Initial Registered Agent and Street Address

The name, and Florida street address of the registered agent is:

Dana D. Thomas
4512 N Flagler Drive, Suite 204
West Palm Beach, FL 33407

Article IX
Incorporator

The name and address of the Incorporator is:

Dana D. Thomas
4512 N Flagler Drive, Suite 204
West Palm Beach, FL 33407

Article X
Indemnification

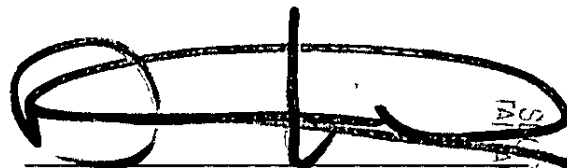
The Corporation shall indemnify the directors, officers, employees and agents of the Corporation who are involved in any suit, action or proceeding by reason of such person or persons being, or having served at the request of the Corporation as, a director, officer, employee, or agent of the Corporation, in the manner provided, and to

the maximum extent permitted by the Florida Not For Profit Corporation Act and the Florida General Corporation Act.

Article XI
By-Laws

By-laws of this Corporation will be adopted in the first instance by the first Board of Directors. Amendments to these Articles or to the by-laws shall be formulated by the Board of Directors. Such proposed amendments may then be adopted by the approval of two-thirds of the board present at such annual or special meeting.

Executed this 31st day of August, 2012.



Dana D. Thomas, Incorporator

ACCEPTANCE OF APPOINTMENT AS REGISTERED AGENT

THE UNDERSIGNED, HAVING BEEN NAMED AS REGISTERED AGENT TO ACCEPT SERVICE OF PROCESS FOR **360BIKERS FOUNDATION, INC.,** A FLORIDA NOT FOR PROFIT CORPORATION (THE "CORPORATION"), IN THE FOREGOING ARTICLES OF INCORPORATION, AT THE PLACE DESIGNATED IN THE ARTICLES OF INCORPORATION OF THE CORPORATION, HEREBY ACCEPTS THE APPOINTMENT AS SUCH REGISTERED AGENT, ON BEHALF OF THE CORPORATION, AND ACKNOWLEDGES THAT HE IS FAMILIAR WITH, AND AGREES TO ACCEPT THE OBLIGATIONS AND RESPONSIBILITIES IMPOSED UPON REGISTERED AGENTS FOR THE CORPORATION AND FURTHER AGREES TO COMPLY WITH ALL THE PROVISIONS OF ALL STATUTES RELATIVE TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES AND TO ACCEPT THE DUTIES AND OBLIGATIONS OF THE FLORIDA STATUTES.

Date: August 31, 2012



Dana D. Thomas, Registered Agent

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