

N12000010827



MILLHORN

LAW FIRM

ATTORNEYS AT LAW

The Pines Professional Center
13710 US Highway 441, Suite 100
The Villages, FL 32159

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*Amended &
Restated*

01/25/13--01014--006 **35.00

Articles

CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

2013 FEB 20 PM 3:57

FILED

DR

2/20/13

**00789, 00563, 01050, 00706
00671*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 25, 2013

Millhorn Law Firm
The Pines Professional Center
13710 US Highway 441, Suite 100
The Villages, FL 32159

SUBJECT: WE BIKE FOR KIDS - THE VILLAGES, INC.
Ref. Number: N12000010827

We have received your document for WE BIKE FOR KIDS - THE VILLAGES, INC. and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The date of adoption of each amendment must be included in the document.

If there are NO MEMBERS ENTITLED TO VOTE on a proposed amendment, the document must contain: (1) a statement that there are no members or members entitled to vote on the amendment and (2) the date of adoption of the amendment by the board of directors.

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

Please return 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) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 313A00001988



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February 15, 2013

Florida Department of State
Division of Corporations
Attn: Annette Ramsey
P.O. Box 6327
Tallahassee, FL 32314

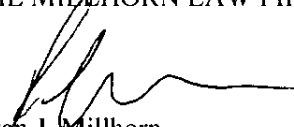
RE: Amended and Restated Articles of Incorporation
Ref. Number: N12000010827

Dear Ms. Ramsey:

Enclosed please find the Amended and Restated Articles of Incorporation for filing. Please note the date of adoption of amendments is listed under Article VIII.

Should you have any questions, please do not hesitate to contact me at 352-674-1431.

Thank you,
THE MILLHORN LAW FIRM


Ryan J. Millhorn

RJM/adl

Encl.

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION FOR
WE BIKE FOR KIDS - THE VILLAGES, INC.**

FILED

2013 FEB 20 PM 3:57

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of section 617.1007, Florida Statutes, this Florida Not For Profit Corporation adopts the following restated Articles of Incorporation:

The following Amended and Restated Articles of Incorporation supersede the original Articles of Incorporation of WE BIKE FOR KIDS - THE VILLAGES, INC., filed with the Florida Department of State on November 16, 2012.

ARTICLE I

The name of the Florida Not For Profit Corporation is:

WE BIKE FOR KIDS - THE VILLAGES, INC.

ARTICLE II

The street address of the principal office of the Florida Not For Profit Corporation is:

17984 SE 89 NATCHEZ AVENUE
THE VILLAGES, FLORIDA 32162

The mailing address of the Florida Not For Profit Corporation is:

17984 SE 89 NATCHEZ AVENUE
THE VILLAGES, FLORIDA 32162

ARTICLE III

The purpose for which this Florida Not For Profit Corporation is organized is:

To conduct not-for-profit fund raising activities, through bicycling activities and an annual bicycle ride held near The Villages, Florida for the purpose of supporting children's causes in the Tri-County area of Central Florida (Lake, Marion, and Sumter Counties).

This Corporation shall encourage accomplished bicycle riders as well as novice bicycle riders to come together for the common cause of helping children in need in the surrounding area.

This corporation is organized exclusively for charitable, religious, educational, and scientific 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, or the corresponding section of any future federal tax code.

ARTICLE IV

The name and Florida Street address of the registered agent is:

THE MILLHORN LAW FIRM
13710 U. S. HIGHWAY 441, SUITE 100
LADY LAKE, FL 32159

Having been named as registered agent and to accept service of process for the above stated Florida Not For Profit Corporation at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature:



RYAN J. MILLHORN

ARTICLE V

The name and address of the incorporator for this Florida Not For Profit Corporation is:

WALTER KURZ
17984 SE 89 NATCHEZ AVENUE
THE VILLAGES, FLORIDA 32162

ARTICLE VI

The name and address of directors/officers for this Florida Not For Profit Corporation are:

TITLE: PRESIDENT
WALTER KURZ
17984 SE 89 NATCHEZ AVENUE
THE VILLAGES, FLORIDA 32162

TITLE: TREASURER/SECRETARY
HOWARD T. JOHNSON
2224 CLEARWATER RUN
THE VILLAGES, FLORIDA 32162

TITLE: DIRECTOR
EDWARD HANKWITZ
3194 HATCH LANE
THE VILLAGES, FLORIDA 32162

TITLE: DIRECTOR
DAVID LAWRENCE
733 CORDOVA CIRCLE
THE VILLAGES, FLORIDA 32162

ARTICLE VII

The effective date for this Florida Not For Profit Corporation shall be:

11/15/2012

ARTICLE VIII

The officers and directors of WE BIKE FOR KIDS - THE VILLAGES, INC., certify the amendments, adopted this 14th day of January, 2013, as follows:

1. There are no members entitled to vote on this amended and restated Articles of Incorporation of WE BIKE FOR KIDS - THE VILLAGES, INC.

2. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 the Statement of Purpose hereof. The property of this corporation is irrevocably dedicated to children's charitable causes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

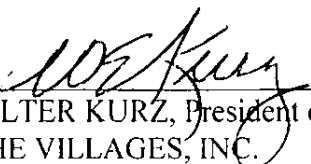
3. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

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.

NOWHEREFORE, these Amended and Restated Articles of Incorporation of WE BIKE FOR KIDS - THE VILLAGES, INC., a Florida Not For Profit Corporation having been duly executed, is being filed in accordance with Florida Statute §607.1007(4), this 11th day of January, 2013.

Signature of a director or officer of this Florida Not For Profit Corporation:

By:


WALTER KURZ, President of WE BIKE FOR KIDS
- THE VILLAGES, INC.

STATE OF FLORIDA
COUNTY OF SUMTER

BEFORE ME, a Notary Public authorized in the State and County set forth above, personally appeared WALTER KURZ, President of WE BIKE FOR KIDS - THE VILLAGES, INC., who is personally known to me or who produced a Florida Drivers License and acknowledged before me that he executed the foregoing Amended and Restated Articles of Incorporation for WE BIKE FOR KIDS - THE VILLAGES, INC.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the State and County aforesaid, this 10th day of January, 2013.

[SEAL]



Alicia Lastinger
Notary Public