

N13000004703

Division of Corporations

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Florida Department of State
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COR AMND/RESTATE/CORRECT OR O/D RESIGN
CYCLE TREE, INC.

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AMENDED ARTICLES OF INCORPORATION

ARTICLE I

NAME

1.01 Name

The name of this corporation shall be Cycle Tree, Inc. The business of the corporation may be conducted as Cycle Tree, Inc. or Cycle Tree.

ARTICLE II

DURATION

2.01 Duration

The period of duration of the corporation is perpetual.

ARTICLE III

PURPOSE

3.01 Purpose

Cycle Tree, Inc. is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. Cycle Tree, Inc.'s purpose is to provide bicycles and traffic safety education to those in need.

We provide used bicycles, recondition them, and provide to those in need. We also promote bicycle safety and traffic safety education.

To maximize our impact on current efforts, we may seek to collaborate with other non profit organizations which fall under the 501(c) (3) section of the internal revenue code and are operated exclusively for educational and charitable purposes.

At times, per the discretion of the board of directors, we may provide internships or volunteer opportunities which will provide opportunities for involvement in said activities and programs in order to have a greater impact for change.

3.02 Public Benefit

Cycle Tree Inc. is designated as a public benefit corporation.

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ARTICLE IV

NON-PROFIT NATURE

4.01 Non-profit Nature.

Cycle Tree, Inc. is organized exclusively for charitable and 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, or corresponding section of any future federal tax code. No part of the net earnings of 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 purpose clause hereof.

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

Cycle Tree, Inc. is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Cycle Tree, Inc. of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Cycle Tree, Inc. any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Cycle Tree, Inc. hereunder shall be selected by the discretion of a majority of the managing body of the Cycle Tree, Inc. and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Cycle Tree, Inc. by one (1) or more of its

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managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Montana.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Montana to be added to the general fund.

4.03 Prohibited Distributions

No part of the net earnings, or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, 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 III, Section 3.01.

4.04 Restricted Activities

No substantial part of the corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene (including the publishing or distribution of statements) in any political campaign on behalf of or in opposition to any candidate for public office.

4.05 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V

BOARD OF DIRECTORS

5.01 Governance

Cycle Tree, Inc. shall be governed by its board of directors. The manner in which directors are elected or appointed is governed by the By-laws.

5.02 Initial Directors

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The initial directors of the corporation shall be:
Jacqueline Grady, PD
317 SE 10th Court
Deerfield Beach, FL 33441

Jennifer Rendfrey, VP
317 SE 10th Court
Deerfield Beach, FL 33441

Jill Berkman, ST
7805 SW 6th Court
Plantation, FL 33324

ARTICLE VI

MEMBERSHIP

6.01 Membership

Cycle Tree, Inc. shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

ARTICLE VII

AMENDMENTS

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

ARTICLE VIII

ADDRESSES OF THE CORPORATION

8.01 Corporate Address

The physical address of the corporation is:
317 SE 10th Court
Deerfield Beach, FL 33441

The mailing address of the corporation is:
317 SE 10th Court
Deerfield Beach, FL 33441

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ARTICLE IX

Appointment of registered agent

9.01 Registered Agent

The registered agent of the corporation shall be:

Jacqueline A. Grady
7805 SW 6th Court
Plantation, FL 33324

ARTICLE X

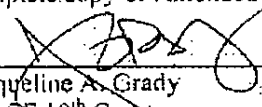
INCORPORATOR

The incorporators of the corporation are as follow:

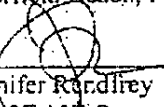
Jacqueline A. Grady
7805 SW 6th Court
Plantation, FL 33324

Certificate of Adoption of Articles of Incorporation

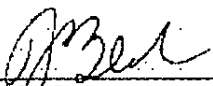
We, the undersigned, do hereby certify that the above stated Amended Articles of Incorporation of Cycle Tree, Inc. were approved by the board of directors on June 27, 2015 and constitute a complete copy of Amended Articles of Incorporation of Cycle Tree, Inc.



Jacqueline A. Grady
317 SE 10th Court
Deerfield Beach, FL 33441



Jennifer R. Riddley
317 SE 10th Court
Deerfield beach, FL 33441



Jill Berkman
7805 SW 6th Court
Plantation, FL 33324

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Acknowledgment of consent to appointment as registered agent

I, Jacqueline A. Grady, agree to be the registered agent for Cycle Tree, Inc. as appointed herein.

Registered Agent

Date:

6/27/15

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The date of each amendment(s) exception: _____, If other than the date this document was signed

Effective date if applicable: 6/27/15
(the date within 30 days after enactment of the laws)

Note: If the date entered on this check does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Adoption of Amendment(s) (CHECK ONE)

☐ The amendment(s) was/were adopted by the members and the number of votes cast for the amendment(s) was/were sufficient for approval.

☒ There are no members or members entitled to vote on the amendment(s). The amendment(s) was/were adopted by the board of directors.

Dated: 6/27/15

Signature: [Signature]
(By the chairman or vice chairman of the board, president or other officer of directors have not been selected, by an incorporator - If in the hands of a receiver, trustee, or other person claiming fiduciary by that fiduciary)

Jacqueline A. Grady

(Typed or printed name of person signing)

President

(Title of person signing)

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