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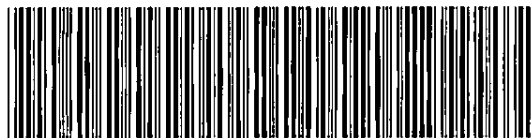
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2023 JAN 27 AM 8:32

2023

COVER LETTER

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

SUBJECT: West Florida Wheelmen, Inc.

CORPORATE NAME

Enclosed are an original and one (1) copy of the restated articles of incorporation and a check for:

☒ \$35.00 ☐ \$43.75
Filing Fee Filing Fee
 & Certificate of Status

☐ \$43.75 ☐ \$52.50
Filing Fee Filing Fee,
& Certified Copy Certified Copy
 & Certificate of
 Status

ADDITIONAL COPY REQUIRED

FROM: Karen O. Emmanuel

Name (Printed or typed)

1700 Scenic Highway, Unit 302

Address

Pensacola, FL 32503

City, State & Zip

(850) 450-8345

Daytime Telephone number

karenemmanuel3@gmail.com

E-mail address: (to be used for future annual report notification)

NOTE: Please provide the original and one copy of the document.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF**

2023 JAN 27 AM 8:32

WEST FLORIDA WHEELMEN, INC.

Pursuant to Section 617.1007, Florida Statutes, the Articles of Incorporation of West Florida Wheelmen, Inc., a Florida not for profit corporation, which was originally incorporated on February 10, 2014, are hereby amended and restated in their entirety. All amendments included herein have been adopted pursuant to Section 617.1002, Florida Statutes. These Amended and Restated Articles of Incorporation were duly approved and adopted by the Board of Directors by a number of votes sufficient for approval and adoption at a meeting of the Board of Directors on November 22, 2022. These Amended and Restated Articles of Incorporation supercede the original Articles of Incorporation and all amendments to them. The Amended and Restated Articles of Incorporation shall henceforth be as follows:

ARTICLE I. NAME AND TERM OF EXISTENCE

The name of the Corporation is West Florida Wheelmen, Inc., sometimes hereinafter referred to as "the Corporation." The Corporation shall have perpetual existence unless sooner dissolved according to law.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the Corporation shall be 3073 Gulf Breeze Parkway, Gulf Breeze, Florida 32563, or such other address as designated by the Board of Directors.

ARTICLE III. PURPOSE

The purpose for which the Corporation is formed, and the business and objects to be carried on and promoted by it, are to support and promote bicycling, to promote bicycle use in a safe manner, to promote public awareness of bicyclists' rights and responsibilities on public roadways, and to represent the bicycling community to governmental entities and the media on issues that affect bicycling. The Corporation shall schedule group bicycle rides to encourage fitness, promote cycling, and provide recreation to its members.

ARTICLE IV. MEMBERS

The qualifications for membership and the manner of the admission of members shall be as stated in the Bylaws of the Corporation.

ARTICLE V. BOARD OF DIRECTORS

The Corporation shall at all times have at least three (3) Directors. The Directors shall be elected or appointed as provided in the Bylaws of the Corporation.

ARTICLE VI. OFFICERS

The Officers, their duties and qualifications, term and manner of appointment or election shall be as provided in the Bylaws.

ARTICLE VII. BYLAWS

The Board of Directors shall adopt such Bylaws for the conduct of the business of the Corporation in carrying out its purposes, as the Board may deem appropriate from time to time. The Bylaws may be amended in the manner provided therein.

ARTICLE VIII. INUREMENT

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to any member, director, or officer of the Corporation, or any other private person, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered

to or for the Corporation and to make payments and distributions in furtherance of its purposes set forth herein and in the Bylaws.

ARTICLE IX. DISTRIBUTION OF ASSETS UPON DISSOLUTION

In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization(s) organized and operated exclusively as social and recreational clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(7) or 501(c)(3) of the Internal Revenue Code, as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director, officer, or other private individual.

ARTICLE X. AMENDMENT TO ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended and/or restated by the Board of Directors in the manner provided by law.

ARTICLE XI. REGISTERED AGENT

The name and address of the Registered Agent for the Corporation is:

Karen O. Emmanuel
1700 Scenic Highway, Unit 302
Pensacola, FL 32503

CERTIFICATION

Pursuant to Section 617.1007, Florida Statutes, the undersigned certifies that these Amended and Restated Articles of Incorporation of West Florida Wheelmen, Inc. were approved and adopted by the Board of Directors on November 22, 2022, at a meeting of the Board of Directors, without Member action, and Member action was not required. The number of votes cast by the Directors was sufficient for approval.

Dated this 22 day of November, 2022

WEST FLORIDA WHEELMEN, INC.

By: 

Name: Karen O. Emmanuel

Title: Secretary/Registered Agent