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DIVISION OF CORPORATIONS
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C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

NAME OF CORPORATION: Tough Biker Corporation

DOCUMENT NUMBER: N15000006689

The enclosed *Articles of Amendment* and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Anthony M. Nardella, Jr., Esq.

(Name of Contact Person)

Nardella & Nardella, PLLC

(Firm/ Company)

250 E. Colonial Drive, Suite 102

(Address)

Orlando, FL 32801

(City/ State and Zip Code)

mark@toughbiker.com

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

For further information concerning this matter, please call:

Anthony M. Nardella, Jr.

407

966-2680

at

(Name of Contact Person)

(Area Code)

(Daytime Telephone Number)

Enclosed is a check for the following amount made payable to the Florida Department of State:

☒ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☐ \$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)

☐ \$52.50 Filing Fee
Certificate of Status
Certified Copy
(Additional Copy is
Enclosed)

Mailing Address

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

Street Address

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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DIVISION OF CORPORATIONS

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AMENDED AND RESTATED
ARTICLES OF INCORPORATION

OF

TOUGH BIKER CORPORATION

N15000006689

In compliance with the requirements of F.S. Chapter 617, the undersigned, being a natural person, does hereby act as an incorporator in adopting and filing the following Articles of Incorporation ^{Amended} for the purpose of organizing a not-for-profit corporation.

ARTICLE I

The name of the corporation ("corporation") is TOUGH BIKER CORPORATION.

ARTICLE II

The existence of the corporation began upon its filing with the Florida Department of State on or about July 15, 2015.

ARTICLE III

The corporation is committed to helping homeless and at risk children and families in need, through the sport of biking. The corporation shall operate exclusively for such religious, charitable and educational purposes as qualify it as a nonprofit, tax-exempt organization under federal and state law.

ARTICLE IV

The street address of the principal office of the corporation is 7 East 17th Street, Saint Cloud, Florida 34772.

ARTICLE V

The initial street address of the corporation's registered office is 7 East 17th Street, Saint Cloud, Florida 34772. The initial registered agent for the corporation at that address is Mark Levy.

ARTICLE VI

The initial board of directors consisted of three (3) members. The method of election of directors shall be as stated in the bylaws. The number of directors may be either increased or diminished from time to time as provided in the bylaws provided that at no time shall the number of directors ever be less than three (3). The name and address of the persons who served on the initial board of directors are:

Name

Address

Mark Levy

7 East 17th Street, Saint Cloud, Florida 34772

Yong Suk Levy
Jacob Levy

7 East 17th Street, Saint Cloud, Florida 34772
7 East 17th Street, Saint Cloud, Florida 34772

ARTICLE VII

The name and street address of the person signing these articles of incorporation is:

Name

Address

Mark Levy 7 East 17th Street, Saint Cloud, Florida 34772

ARTICLE VIII

The members of the corporation shall be the directors and such other persons admitted to membership as regulated by the bylaws.

ARTICLE IX

Notwithstanding the provisions of Article III hereinabove, nothing herein shall be construed to permit the corporation to engage in any activity which would be inconsistent with its classification as an organization described in section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time. As such, the corporation shall not allow any expenditure of any part of the net earnings of the corporation to inure to the benefit of any member, director, or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation effecting one or more of its purposes), nor shall any member, director, or officer of the corporation, or any private individual, be entitled to share in a distribution of the corporation's assets on dissolution of the corporation nor shall a substantial part of the activities of the corporation be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publication and distribution of statements) in the political campaign on behalf of any candidate for public office. Provided, further, that if at any time the corporation is deemed to be a Private Foundation as defined by Section 509 of the Internal Revenue Code of 1986 as amended from time to time, then for so long as the corporation is deemed a Private Foundation, the following provisions shall also be applicable:

1. The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
2. The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
3. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.
4. The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

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ARTICLE X

The corporation shall have all the powers, rights, and privileges of a corporation not for profit under Florida law.

ARTICLE XI

To regulate the provisions of these articles of incorporation, the board of directors of the corporation shall adopt bylaws.

ARTICLE XII

These articles of incorporation may be amended by the members of the corporation, providing any amendment is prepared and announced as regulated by the bylaws.

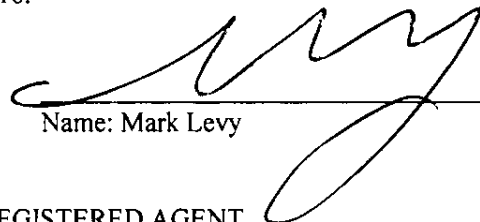
ARTICLE XIII

The corporation shall indemnify its directors, officers, employees, and agents to the fullest extent permitted by law.

ARTICLE XIV

Upon the liquidation, dissolution or the winding up of the affairs of the corporation, the assets of the corporation shall be distributed exclusively to charitable, religious, scientific, literary, or educational organizations which are then qualified under the provisions of Section 501(c)(3) of the Internal Revenue Code of 1986 as amended from time to time, or any equivalent section of the Internal Revenue Code in effect at any time.

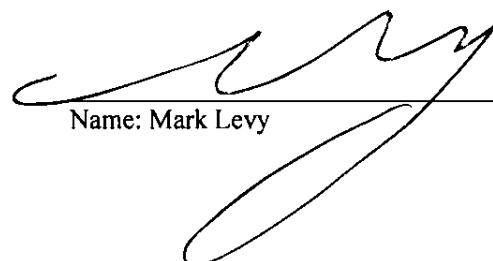
IN WITNESS WHEREOF, the undersigned incorporator has executed these Amended and Restated Articles of Incorporation this 8 day of January, 2016.


Name: Mark Levy

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for TOUGH BIKER CORPORATION at the place designated in the Articles of Incorporation, the undersigned is familiar with and accepts the obligations of that position pursuant to F.S. 617.0501(3).

Date: January 8, 2016.


Name: Mark Levy