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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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(Business Entity Name)

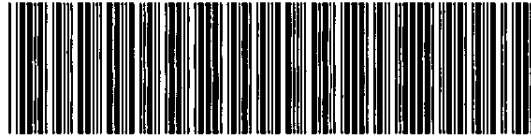
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2015 OCT 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

OCT 21 2015

T. BROWN

October 13, 2015

Via Express Courier

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

**RE: Naples Velo Cycling Alliance, Inc.
Articles of Incorporation/ Not-For-Profit**

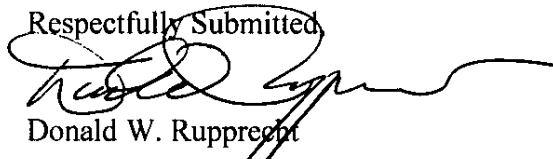
Dear Sir or Madam:

Enclosed please find the **original** and one (1) copy of the Articles of Incorporation for Naples Velo Cycling Alliance, Inc.

Also enclosed please find a check in the amount of \$78.75 for filing and a certified copy.

Should you need anything additional, please contact Magen E. Kellam, Esq. at 3375 Pine Ridge Road, Suite 207, Naples, Florida 34110, via email to magenk@kellamlegal.com, or via telephone at 239-260-4622.

Respectfully Submitted,



Donald W. Rupprecht

Enclosures as stated

Articles of Incorporation of
Naples Velo Cycling Alliance, Inc.
a Florida Not For Profit Corporation

FILED
2015 OCT 14 PM 1:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned person, acting as incorporator of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following articles of incorporation for the corporation:

Article I.

The name of the corporation is Naples Velo Cycling Alliance, Inc. This corporation will have a perpetual duration and the corporate existence will commence upon filing of these Articles by the Department of State.

Article II.

The principal place of business of this corporation is 2390 Tamiami Trail North Suite 202 Naples, FL 34103. The mailing address of this corporation is 2390 Tamiami Trail North Suite 202, Naples, FL 34103.

Article III.

The corporation is a not for profit corporation. The general purposes for which this corporation is formed are to operate exclusively for religious, charitable, and educational purposes which will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (26 U.S.C.A. § 501(c)(3)), or the corresponding section of any future federal tax code, the making of distributions to organizations which qualify as tax-exempt organizations under that Section.

Anything in these articles of incorporation to the contrary notwithstanding, the purpose or purposes for which this corporation is organized are limited to those that will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code, including, for those purposes, the making of distributions to organizations that qualify as tax-exempt organizations under the Internal Revenue Code.

This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation. This corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or director of this corporation. On liquidation or dissolution all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to a fund, foundation or corporation organized and operated for charitable or religious purposes designated by the board of directors which shall at the time qualifies as a tax-exempt organization under Section 501(c)(3) the Internal Revenue Code, or as that statute may be amended.

Article IV.

The corporation will distribute its income for each tax year at such a time and in such a manner as not to become subject to the tax on undistributed income imposed by 26 U.S.C.A. § 4942, or the corresponding section of any future federal tax code. The corporation will not engage in any act of self-dealing as defined in 26 U.S.C.A. § 4941(d), or the corresponding section of any future federal tax code. The corporation will not retain any excess business holdings as defined in 26 U.S.C.A. § 4943(c), or the corresponding section of any future federal tax code. The corporation will not make any investments in such manner as to subject it to tax under 26 U.S.C.A. § 4944, or the corresponding section of any future federal tax code. The corporation will not make any taxable expenditures as defined in 26 U.S.C.A. § 4945(d), or the corresponding section of any future federal revenue code.

Article V.

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

Article VI.

The name and address of the corporation's registered agent is Donald W. Rupprecht 15250 Burnaby Dr., Naples, Florida 34110.

Article VII.

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors.

The directors named herein as the first board of directors shall hold office until the first meeting of members, to be held on October 28, 2015, at 9:00am at 15250 Burnaby Dr., Naples, Florida 34110, at which time an election of directors shall be held. Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of years until the second annual meeting of members following the election of directors and until the qualification of the successors in office.

Any action required or permitted to be taken by the board of directors under any provision of law may be taken without a meeting, if all the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any action by written consent shall have the same force and effect as if taken by unanimous vote of the directors. Any certificate or other document filed under any provision of law that relates to action taken in this manner shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and addresses of the persons who are to serve as the initial directors are:

Donald W. Rupprecht	15250 Burnaby Dr., Naples, Florida 34110
Sundi Faith	13647 Manchester Ln., Naples, FL 34109

Article VIII.

The name and address of the incorporator is Donald W. Rupprecht 15250 Burnaby Dr., Naples, Florida 34110.

Article IX.

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

President, Secretary	Donald W. Rupprecht, 15250 Burnaby Dr., Naples, FL 34110
Vice- President, Treasurer	Sundi Faith, 13647 Manchester Ln., Naples, FL 34109

Article X.

Subject to the limitations contained in the bylaws and any limitations set forth in the Florida Not For Profit Corporation Act described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

Article XI.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member, or to the benefit of any private individual.

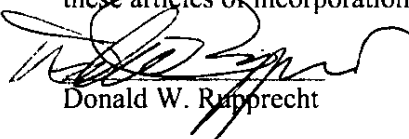
Article XII.

On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under 26 U.S.C.A. § 501(c)(3), or corresponding provisions of any subsequent federal tax laws.

Article XIII.

Amendments to these articles of incorporation may be proposed by a resolution adopted by the board of directors and presented to a quorum of members for their vote. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of Florida, have executed these articles of incorporation on this 3rd day of October, 2015.

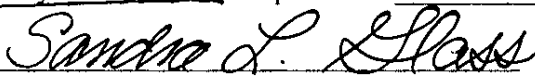

Donald W. Rupprecht

DONALD W. RUPPRECHT
Printed Name

STATE OF FLORIDA
COUNTY OF COLLIER

Sworn to or affirmed and signed before me on this 13th day of October, 2015 by Donald W. Rupprecht who is personally known to me or produced _____ as identification.



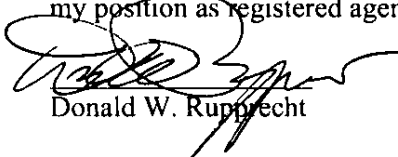

NOTARY PUBLIC or DEPUTY CLERK
SANDRA L. GLASS
Printed
10/29/2015

CERTIFICATE OF DESIGNATION AND ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Fla. Stat. § 617.0501, the undersigned corporation organized under the not for profit corporation laws of the State of Florida submits the following statement in designating the registered office and registered agent of the corporation in the State of Florida:

The name and address of the corporation's registered agent is Donald W. Rupprecht
15250 Burnaby Dr., Naples, Florida 34110.

I, the undersigned person, having been named as registered agent and to accept service of process for the above-stated corporation at the place designated in this statement, 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.


Donald W. Rupprecht

DONALD W. RUPPRECHT 10/13/15
Printed Name Date