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FLORIDA PROFIT/NON PROFIT CORPORATION

OnBikes Pensacola, Inc.

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**ARTICLES OF INCORPORATION
OF
ONBIKES PENSACOLA, INC.**

Pursuant to the authority of Chapter 617 of the Florida Statutes (the Florida Not For Profit Corporation Act), the undersigned, as the sole incorporator, desiring to form a not for profit corporation under the laws of the State of Florida, hereby adopts the following Articles of Incorporation

ARTICLE I - NAME

The name of the corporation is OnBikes Pensacola, Inc. ("Corporation").

ARTICLE II - CORPORATE OFFICE AND MAILING

The street address of the principal office of the Corporation is 350 West Cedar Street, Suite 100, Pensacola, Florida 32502.

ARTICLE III - PURPOSE

The Corporation is organized and shall be operated exclusively for charitable, educational, and other exempt purposes, all within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provisions of any future United States Internal Revenue Laws) (hereinafter the "Code"). The purpose for which the Corporation is formed includes conducting events to support and enhance charitable causes. The Corporation may engage in activities relating to the aforementioned purposes; and to invest in, receive, hold, use, and dispose of all property, real or personal, as may be necessary or desirable to carry into effect the aforementioned exempt purposes. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activity not permitted to be carried on by a corporation: (a) exempt from federal income tax under §501(c)(3) of the Code; or, (b) the contributions to which are deductible under §170(a)(1) and (c)(2) of the Code.

ARTICLE IV - POWERS

The Corporation shall have all powers conferred upon not for profit corporations organized under Chapter 617 of the Florida Statutes, as amended from time to time hereafter, and any successor provisions thereto hereafter enacted or amended, but shall exercise such powers only in fulfillment of its above stated exempt purposes. Notwithstanding the foregoing: (i) the Corporation shall not participate or intervene in, including, without limitation, the publishing or distributing of statements in connection with, any political campaign on behalf of or in opposition to any candidate for public office; (ii) no substantial part of the activities of the Corporation shall consist of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation; provided, however, that this provision shall not apply to

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activities consisting of carrying on propaganda designed to influence, or otherwise attempting to influence, legislation to the extent the Corporation has made an election pursuant to and remains in compliance with the restrictions of §501(h) of the Code; and, (iii) no dividends shall be paid to, and no part of the net earnings of the Corporation shall inure to the benefit of, any private shareholder or private individual within the meaning of §501(c)(3) of the Code.

During any period in which the Corporation is a "private foundation" within the meaning of §509(a) of the Code and §617.0835 of the Florida Statutes, the following additional limitations on the Corporation's activities shall apply:

- (i) The Corporation shall distribute, for the purposes specified in these Articles of Incorporation, 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 §4942(a) of the Code.
- (ii) The Corporation shall not engage in any act of "self-dealing" as defined in §4941(d) of the Code which would give rise to any liability for the tax imposed by §4941(a) of the Code.
- (iii) The Corporation shall not retain any "excess business holdings" as defined in §4943(c) of the Code which would give rise to any liability for the tax imposed by §4943(a) of the Code.
- (iv) The Corporation shall not make any investment which would jeopardize the carrying out of any of its exempt purposes within the meaning of §4944 of the Code, so as to give rise to any liability for the tax imposed by §4944(a) of the Code.
- (v) The Corporation shall not make "taxable expenditures" as defined in §4945(d) of the Code, which would give rise to any liability for the tax imposed by §4945(a) of the Code.

ARTICLE V - MEMBERS

The initial board of directors shall consist of eight (8) members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than three. The name and address of the initial members are Walker Wilson, Grayson Miller, R. Alexander Andrade, Jessica Andrade, Cameron Townes, Peyton Williams, Keith Golden and Courtney Cobia.

ARTICLE VI - DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and manner of election or appointment of directors of the Corporation and their respective terms

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of office shall be as provided in the Bylaws of the Corporation; provided, however, that the Corporation shall, at all times, have the minimum number of directors required by applicable law.

ARTICLE VII - DISSOLUTION AND LIQUIDATION

In the event of the dissolution or liquidation of the Corporation, no liquidating or other dividend or distribution of property owned by the Corporation shall be declared or paid to any private individual, but the net assets of the Corporation shall be distributed as follows:

(i) All liabilities and obligations of the Corporation shall be paid, satisfied, and discharged, or adequate provision shall be made therefor;

(ii) All remaining assets of the Corporation shall be distributed to one or more organizations described in §501(c)(3) of the Code, as determined by the Board of Directors of the Corporation.

ARTICLE VIII - BYLAWS

The Board of Directors or the voting members of the Corporation shall provide for the adoption of such initial Bylaws for the conduct of the business of the Corporation and the carrying out of its purposes as the Board of Directors or such voting members shall deem necessary; provided, however, that no Bylaw adopted by the Board of Directors or such voting members shall contain any provision inconsistent with the terms of these Articles of Incorporation, and, once adopted as the initial Bylaws of the Corporation, such Bylaws may not be altered, amended, repealed, or expanded absent the prior affirmative vote or written consent of a majority of the then voting members of the Corporation.

ARTICLE IX - REGISTERED AGENT

The initial street address of the Corporation's registered office is 350 West Cedar Street, Suite 100, Pensacola, Florida 32502. The initial registered agent for the Corporation at that address is R. Alexander Andrade.

ARTICLE X - INCORPORATOR

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

R. Alex Andrade
350 West Cedar Street, Suite 100
Pensacola, Florida 32502

ARTICLE XI - AMENDMENTS

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These Articles of Incorporation may not be altered, amended, repealed, or expanded absent the prior written consent of a majority of the then voting members of the Corporation.

ARTICLE XII - DURATION

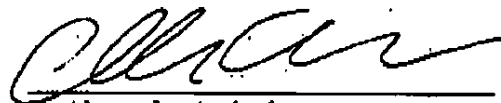
The existence of the Corporation shall begin on the date of filing and shall be perpetual.

IN WITNESS WHEREOF, the undersigned incorporator has executed these articles of incorporation on this 20th day of July, 2016.


R. Alexander Andrade

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for OnBikes Pensacola, Inc. at the place designated in the articles of incorporation, the undersigned is familiar with and accepts the obligations of that position under F.S. 617.0501.


R. Alexander Andrade

STATE OF FLORIDA
COUNTY OF ESCAMBLA

The foregoing Articles of Incorporation and Registered Agent Acceptance were acknowledged before me by R. Alexander Andrade on July 20, 2016; R. Alex Andrade is personally known to me or produced _____ as identification.

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NOTARY PUBLIC



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