

To:

Page 6

24-0014-311GM

88-3

From: Jeff Fromknecht

N24000001626

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H240000349983))



H2400003499834BC6

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-5381

From:

Account Name : SIDE PROJECT INC.
Account Number : 178238888117
Phone : (814)528-7544
Fax Number : (888)581-3864

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

FLORIDA PROFIT/NON PROFIT CORPORATION

Wheels for Change, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
2004 FEB -7 PM 4:12
SECRET
TALLAHASSEE
STATE
ALABAMA

ARTICLES OF INCORPORATION

of

Wheels for Change, Inc

Pursuant to the provisions of Chapter 617, F.S., (Not for Profit), this Florida Not For Profit Corporation adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be: Wheels for Change, Inc. (the "Corporation").

ARTICLE II: PRINCIPAL OFFICE

Principal street address:

Mailing address

2305 Blackthorn Dr
Champaign, IL 61821

Same

FILED
704 FEB - 7 PM 4:2
SECRET
TALLAHASSEE
FLORIDA

ARTICLE III: PURPOSE

Wheels for Change, Inc. is a nonprofit organization organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The purpose of the Corporation is to support disabled individuals and organizations pursuing the sport of wheelchair racing, encouraging the athletes' physical activity and health while positively impacting societal perception of disability.

ARTICLE IV: Duration

This corporation shall have a perpetual existence.

ARTICLE V: MANNER OF ELECTION

Directors of the corporation shall be elected as described in the by-laws.

ARTICLE VI: MEMBERS

The corporation shall have no members.

ARTICLES OF INCORPORATION

of

Wheels for Change, Inc

ARTICLE VII: BOARD OF DIRECTORS

The affairs and business of the Corporation shall be managed and conducted by the Board of Directors. The qualifications, election, number, tenure, powers and duties of the members of the Board of Directors shall be as provided in the by-laws of the Corporation.

ARTICLE VIII: REGISTERED AGENT

The name and Florida street address of the registered agent is:

Registered Agents, Inc.
7901 4th St N, STE 300
St. Petersburg, FL 33702

ARTICLE IX: INCORPORATOR

The name and street address of the Incorporator is:

Mr. Daniel Romanchuk
2305 Blackthorn Dr.
Champaign, IL 61821

ARTICLE X: LIMITATIONS

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, its directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to approve and reimburse reasonable expenses incurred on its behalf and to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its exempt purposes. Except as otherwise provided by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation or any provisions of applicable state law, the Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from Federal

FILED
FEB - 7 PM 4:20
TALLAHASSEE
STATE OF FLORIDA

ARTICLES OF INCORPORATION

of

Wheels for Change, Inc

income tax under Section 501(a) of the Code as an organization described in Section 501(c)(3) of the Code.

ARTICLE XI: INDEMNIFICATION OF DIRECTORS

To the fullest extent permitted by the Nonprofit Corporation Laws, a director of the Corporation shall not be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, or (iii) for any transaction from which the director derived an improper personal benefit. If the Nonprofit Corporation Laws are hereafter amended to authorize the further elimination or limitation of the liability of directors, then the liability of the directors of the Corporation, in addition to the limitation on personal liability provided herein, shall be limited to the fullest extent permitted by the amended Nonprofit Corporation Laws. Any repeal or modification of this paragraph by the directors of the Corporation shall be prospective only, and shall not adversely affect any limitation on the personal liability of a director of the Corporation at the time of such repeal or modification.

ARTICLE XII: DISSOLUTION OF ASSETS

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the exempt purposes of the Corporation to such other organization or organizations organized and operated exclusively for charitable, scientific, literary, religious and educational purposes which at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Code or any successor provision of the Code, as the Board of Directors shall determine. Any assets not so distributed by the Board of Directors shall be distributed by a court of competent jurisdiction of the county in which the Corporation's principal office is then located exclusively for the Corporation's exempt purposes. No director or officer of the Corporation or any private individual or entity related to the foregoing shall be entitled to share in the distribution of any corporate assets upon the dissolution of the Corporation.

FILED
FEB -7 PM 4:27
TALLAHASSEE
STATE
CLERK

ARTICLES OF INCORPORATION

of

Wheels for Change, Inc

ARTICLE XIII: Initial Board of Directors

The following persons will serve as the initial Board of Directors. They shall serve until their successors are elected and qualified pursuant to the By-Laws of the Corporation.

1. Daniel Romanchuk
2. Kimberly Romanchuk
3. Kim Lamont
4. Krige Schabert

FILED
 2024 FEB - 7 PM 4:27
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

ARTICLE XIV: AMENDMENTS

This Corporation reserves the right at any time, and from time to time, to amend, alter, change or repeal any provision contained in the Articles of Incorporation, and to add other provisions to the Articles of Incorporation authorized by the laws of the State of Florida, at the time such laws are in force, by a two-thirds majority of the members of the Board of Directors present at a meeting duly convened, in the manner now or hereafter prescribed by law; and all rights, preferences and privileges of whatsoever nature conferred upon the directors or any other persons whomsoever by and pursuant to the Articles of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this paragraph; provided, however, that no amendment, alteration, change or repeal of any provisions of the Articles of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future United States Internal Revenue laws. In furtherance and not in limitation of the powers conferred by the laws of the State of Florida, the Board of Directors is expressly authorized and empowered to adopt, amend, and repeal the Bylaws of the Corporation.

I submit this document and affirm that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand that the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of this corporation and every year thereafter to maintain active status.

DocuSigned by:

Daniel Romanchuk

Signature of Incorporator

1/25/2024

Date

ARTICLES OF INCORPORATION

of

Wheels for Change, Inc

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

David Roberts

Signature of Registered Agent

2/01/2024

Date

FILED
2024 FEB -7 PM 4:27
SECRETARY OF STATE
TALLAHASSEE
FLORIDA