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CORPORATION(S) NAME

Wheels of Excellence, Inc.

☒ Profit
☐ NonProfit
☐ Foreign
☐ Limited Partnership
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FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State

April 10, 1996

EMPIRE

TALLAHASSEE, FL 32301

SUBJECT: WHEELS OF EXCELLENCE, INC.
Ref. Number: W96000007772

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We have received your document for WHEELS OF EXCELLENCE, INC. and your check(s) totaling \$122.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

According to section 607.0202(1)(b) or 617.0202(1)(b), Florida Statutes, you must list the corporation's principal office, and if different, a mailing address in the document. If the principal address and the registered office address are the same, please indicate so in your document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (904) 487-6904.

Freida Chesser
Corporate Specialist

Letter Number: 296A00016493

**ARTICLES OF INCORPORATION
OF
WHEELS OF EXCELLENCE, INC.**

We, the Incorporators of Wheels of Excellence, Inc., hereby make, acknowledge and file these Articles of Incorporation pursuant to Chapter 617, Florida Statutes concerning NONPROFIT CORPORATIONS.

ARTICLE I. NAME OF CORPORATION

The name of this corporation shall be: Wheels of Excellence, Inc.

ARTICLE II. TERM OF EXISTENCE

The corporation shall exist perpetually unless dissolved according to law.

ARTICLE III. PURPOSE FOR WHICH ORGANIZED

The exclusive purposes for which this corporation is organized are exclusively religious, charitable, scientific, literary and educational within the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law. In furtherance thereof, the corporation may

- (a) educate youth and the public concerning the importance of education, brotherhood, responsibility to the community and strong moral values, civic pride, duties and unity and to coordinate the efforts of other organizations toward mutual, non-partisan goals;
- (b) hold seminars, meetings and events to promote awareness, interest and knowledge of the needs of the young people of our community and how best to meet those needs;
- (c) assist members of the community with special needs for food, shelter, clothing or emergency funds;
- (d) provide incentives for youth and students to excel in their studies and improve their quality of life;
- (e) raise funds for these civic, charitable and educational purposes;

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56 APR 12 PM 12:37
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(f) cultivate the friendship and common interest of the members;

(g) network and coordinate with other local, county, national and international community organizations of similar purposes, and

(h) exercise all rights and privileges of nonprofit corporations conferred by Florida law not inconsistent herewith.

ARTICLE IV. MEMBERSHIP

Membership in the corporation shall consist of those persons appointed as members by the Board of Directors. Membership in the corporation may be terminated by the Board of Directors.

ARTICLE V. PRINCIPAL OFFICE AND AGENT

The street address of the initial principal office of this corporation in the State of Florida shall be 3720 West Oakland Park Boulevard, Lauderdale Lakes, Florida, 33311. The name of the initial registered agent of the corporation at that address shall be DAVID W. SHOMERS.

ARTICLE VI. BOARD OF DIRECTORS

The corporate powers of the corporation shall be vested in a Board of Directors consisting of not less than seven (7) and not more than nineteen (19) members, as shall be provided in the Bylaws. Action taken by the Board shall be by a simple majority vote of the members of the Board of Directors. When not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Directors shall have all the rights, powers and privileges prescribed by law for directors under Chapter 607, Florida Statutes.

Within the standards and limitations prescribed herein, qualifications and terms of office, manner of nomination and election of members of the Board of Directors, and the time, place and manner of calling meetings, giving notice of and conducting the meetings of the Board of Directors, and the number of directors which shall constitute a quorum at the meetings of the Board of Directors shall be as prescribed in the Bylaws of the corporation.

The Board of Directors consists of the following individuals, who shall serve until the second organizational meeting of directors of the corporation, as defined in the Bylaws, or until such time as his or her successor is elected:

<u>NAME</u>	<u>ADDRESS</u>
Peter Gado	6336 NW 63 Way Parkland, FL 33067
Woodrow Broadhurst	5466 NW 88 Terrace Coral Springs, FL 33310
Daniel N. Raymond	4245 NW 52 Avenue Lauderdale Lakes, FL 33319
Hutchinson, Thomas	5574 SW 7 Place Margate, FL 33068
David Boros	4910 SW 11 Circle Margate, FL 33068
Vincent Maiello	123 Deercreek Blvd. #204 Deerfield Beach, FL 33442
David W. Shomers	4240 Northwest 36th Way Lauderdale Lakes, FL 33319

The Board of Directors, by majority vote at any duly constituted meeting, shall fill such vacancies as may occur on the Board and may remove members of the Board in accordance with the Bylaws of the corporation.

ARTICLE VII. INCORPORATORS

The name and street address of the incorporator signing the Articles of Incorporation is as follows:

<u>NAME</u>	<u>ADDRESS</u>
David W. Shomers	4240 Northwest 36th Way Lauderdale Lakes, FL 33309

ARTICLE VIII, RESTRICTIONS

The following additional provision is inserted for the conduct of the affairs of the corporation:

1. As used in this article, section references, unless otherwise indicated, shall refer to the Internal Revenue Code of 1954, Title XXVI of the United States Code, as in effect on December 16, 1971, including corresponding provisions of any subsequent federal tax laws.
2. This corporation shall not:
 - (a) Engage in any act of "self dealing" as defined in Section 4941(d) which would give rise to any liability for tax imposed by Section 4941(a);
 - (b) Retain any "excess business holdings" as defined in Section 4943(c) which would give rise to any liability for the tax imposed by Section 4943(a);
 - (c) Make any investment which would jeopardize the carrying out of any of its exempt purposes, within the meaning of Section 4944, so as to give rise to any liability for tax imposed by Section 4944(a); and
 - (d) Make any "taxable expenditures" as defined in Section 4945(d) which would give rise to any liability for tax imposed by Section 4945(a).
3. This corporation shall distribute, for the purposes specified in these Articles of Incorporation, for each taxable year, amounts at least sufficient to avoid liability for tax imposed by Section 4942(a).
4. Notwithstanding anything herein appearing to the contrary, no part of the assets or the net earnings of the corporation shall inure to the benefit of any member, trustee, director, officer or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.
5. Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c) (3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

ARTICLE IX. OFFICERS

The corporation shall have a President, a Vice President, a Treasurer and a Secretary, who shall be elected at each annual meeting of the Board of Directors. The duties, qualifications, manner of election and terms of office of all officers of the corporation shall be as prescribed in the Bylaws of the corporation. The corporation may provide for such other officers as may be provided in the Bylaws.

ARTICLE X. INDEMNIFICATION

(1) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by, or in the right of, the corporation), by reason of the fact that he is or was a director, trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or proceeding, including any appeal thereof, if he or she acted in good faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement or conviction or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the corporation or, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(2) The corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director, trustee, officer, employee or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney's fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action or suit, including any appeal thereof, if he or she acted in good

faith and in a manner he or she reasonably believed to be in, or not opposed to, the best interests of the corporation, except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the corporation unless, and only to the extent that, the court in which such action or suit was brought shall determine, upon application, that, despite the adjudication of liability but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such court shall deem proper.

(3) To the extent that a director, trustee, officer, employee or agent of the corporation (or another corporation, where applicable) has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section (1) or Section (2) or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney's fees) actually and reasonably incurred by him in connection therewith.

(4) Any indemnification under Section (1) or Section (2), unless pursuant to a determination by a court, shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director, trustee, officer, employee or agent is proper in the circumstances because he has met the applicable standard of conduct set forth in Section (1) or Section (2). Such determination shall be made by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceedings.

(5) Expenses (including attorney's fees), incurred in defending a civil or criminal action, suit or proceeding may be paid by the corporation in advance of the final disposition of such action, suit or proceeding upon a preliminary determination following one of the procedures set forth in Section (4) that the director, trustee, officer, employee or agent met the applicable standard of conduct set forth in Section (1) or Section (2) and, upon receipt of an undertaking by or on behalf of the director, trustee, officer, employee or agent to repay such amount unless it shall ultimately be determined that he or she is entitled to be indemnified by the corporation as authorized in this Article.

(a) The Board of Directors of the corporation shall be authorized to make any other or further indemnification except an indemnification against gross negligence or willful misconduct, under any bylaw, agreement, vote of

disinterested trustees or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

(7) Indemnification as provided in this Article shall continue as to a person who has ceased to be a director, trustee, officer, employee or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

(8) The corporation shall have power to purchase and maintain insurance on behalf of any person who is or was an officer, trustee, employee or agent of the corporation or is or was an officer, trustee, employee or agent of the corporation or is or was serving at the request of the corporation as a director, trustee, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him or her and incurred by him or her in any such capacity or arising out of his or her status as such, whether or not the corporation would have the power to indemnify him or her against such liability under the provisions of this section.

ARTICLE XI. AMENDMENTS

These Articles of Incorporation may be amended by a concurrence of a majority of those directors present at any regular or special meeting of the Board of Directors.

ARTICLE XII. BYLAWS

The Bylaws of the corporation shall be made, adopted, altered or rescinded by concurrence of a majority of those directors present at any regular or special meeting of the Board of Directors.

ARTICLE XIII. DISSOLUTION

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the circuit court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or

organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

IN WITNESS WHEREOF, Wheels of Excellence, Inc., has caused this certificate to be signed and subscribed by its Incorporator this 8th day of April, 1996.

DAVID W. SHOMERS, Incorporator

A handwritten signature in cursive script, reading "David W. Shomers". The signature is written in dark ink and is positioned below the printed name of the incorporator.

Certificate of Designation
Registered Agent/ PRINCIPAL Office

PURSUANT TO THE PROVISIONS OF SECTION 607.0501 OR 617.0501, FLORIDA STATUTES, THE UNDERSIGNED CORPORATION, ORGANIZED UNDER THE LAWS OF THE STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

1. The name of the corporation is: Wheels of Excellence, Inc.
2. The name and address of the registered agent and principal office

David W. Shomers
3720 W. Oakland Park Blvd.
Lauderdale Lakes, FL 33311

Having been named as registered agent and to accept process for the above corporation at the place designated in this certificate, I hereby 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.

David W. Shomers
(Signature)

April 9, 1996
(Date)

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