

N 970000006682



THE UNITED STATES
CORPORATION
COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 617488 80852A

AUTHORIZATION :

Patricia Pizub

COST LIMIT : \$ 122.50

ORDER DATE : December 1, 1997

ORDER TIME : 3:13 PM

ORDER NO. : 617488-005

CUSTOMER NO: 80852A

CUSTOMER: Pam Phelps, Legal Asst
WAXLER & SMITH

73 South West Flagler Avenue
Stuart, FL 34994

FILED
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DIVISION OF CORPORATIONS
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DOMESTIC FILING

NAME: TREASURE COAST STUART, FLORIDA
CHAPTER, INC.

EFFECTIVE DATE:

XX ARTICLES OF INCORPORATION
____ CERTIFICATE OF LIMITED PARTNERSHIP

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
____ PLAIN STAMPED COPY
____ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Cindy Harris

EXAMINER'S INITIALS:

cf
12/2/97

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DIVISION OF CORPORATION

ARTICLES OF INCORPORATION

-OF-

TREASURE COAST STUART, FLORIDA CHAPTER, INC.

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I, the undersigned, in order to form a corporation under and pursuant to the provisions of the Laws of Florida for the purposes set forth below, hereby subscribed to these Articles of Incorporation.

ARTICLE I

The name of this corporation shall be TREASURE COAST STUART, FLORIDA CHAPTER, INC.

ARTICLE II

This is a nonprofit corporation, organized solely for general charitable purposes pursuant to the Florida Corporations Not for Profit law set forth in Section 617 of the Florida Statutes.

ARTICLE III

The term of existence of the corporation is perpetual.

ARTICLE IV

The specific and primary purposes for which this corporation is formed are:

a) For the advancement of charity and any other related or corresponding charitable purposes by the distribution of its funds for such purposes.

b) To promote responsible motorcycling activities for Harley Owners group members by conducting chapter activities and encouraging participation in other Harley Owners group events.

c) To operate exclusively in any other manner for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, (or the corresponding provision of any other applicable Internal Revenue Law) as amended, or under any corresponding provisions of any subsequent federal tax laws, covering the distributions to organizations qualified as tax exempt organizations under the Internal Revenue Code, including private foundations and private operating foundations.

ARTICLE V

a) Board of Directors. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of Directors of the corporation shall be three and shall always consist of two (2) representatives from the sponsoring dealer and the Chapter Director of the Chapter as provided for in the By-Laws.

The Directors named herein shall serve in accordance with the By-Laws.

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 members of the board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the board, and any such 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 which relates to action so taken 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 the By-Laws of this corporation authorize the Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the initial members of the Board of Directors are as follows:

Karin Serakas
4570 N.E. Indian River Dr.
Jensen Beach, FL 34957

Kenneth Serakas
4570 N.E. Indian River Dr.
Jensen Beach, FL 34957

Claudette Roy
2308 S.E. Holland St.
Port St. Lucie, FL 34952

b) Corporate Officers. The Board of Directors shall elect the following officers: Chapter Director, Assistant Chapter Director, Secretary and Treasurer, and such other officers as provided in the By-Laws of this corporation. Initially, such officers shall be elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

Chapter Director: Claudette Roy
2308 S.E. Holland Street
Port St. Lucie, FL 34952

Assistant Chapter Director: Charles Snelson
4685 S.E. Basswood Terrace
Stuart, FL 34997

Treasurer: Susan King
7019 Edgemere Terrace
Palm Beach Gardens, FL 33410

Secretary: Paula Nessmith
1401 Summerwinds Lane
Jupiter, FL 33458

ARTICLE VI

a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, 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 IV hereof.

b) No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

c) Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

d) Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

ARTICLE VII

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of

the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIII

- a) Membership shall be in accordance with the By-Laws.

ARTICLE IX

The By-Laws shall be in accordance with the promulgated Annual Charter for Harley Owners Group (H.O.G.).

ARTICLE X

The name and address of the Subscriber of this corporation is as follows:

Karin Serakas
4570 N.E. Indian River Dr.
Jensen Beach, FL 34957

ARTICLE XI

Subject to the limitations contained in the By-Laws, and any limitations set forth in the Corporations Not For Profit law of the State of Florida, concerning corporate action that must be authorized or approved by the members of the corporation, By-Laws of this corporation may be made, altered, rescinded, added to, or new By-Laws may be adopted, either by a resolution of the Board of Directors, or by following the procedure set forth therefor in the By-Laws.

ARTICLE XII

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 thereof, or to the benefit of any private individual.

ARTICLE XIII

The principal address and address of the corporation's registered office shall both be c/o Harley Davidson of Stuart, Inc., 4260 S.E. Federal Highway, Stuart, Florida 34997, and the name of its registered agent at said address shall be Karin Serakas.

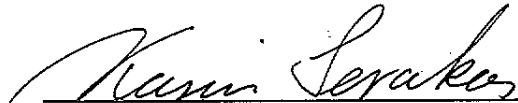
ARTICLE XIV

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.

ARTICLE XV

ACKNOWLEDGEMENT AND CONSENT OF REGISTERED AGENT

Having been made initial Registered Agent to accept service of process of the corporation at the initial registered office designated in these Articles of Incorporation, I hereby accept such status and consent to act in this capacity and agree to comply with all the requirements of the law pertaining thereto.


KARIN SERAKAS

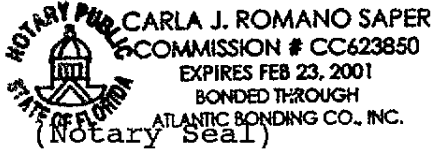
I, the undersigned, being the subscriber and incorporator of this corporation, for the purpose of forming this nonprofit corporation under the laws of the State of Florida, have executed these Articles of Incorporation on this 4th day of November, 1997.


KARIN SERAKAS

STATE OF FLORIDA)
COUNTY OF MARTIN)

I HEREBY CERTIFY that on this day personally appeared KARIN SERAKAS, [✓] to me well known to be the person described in or [] who produced _____, as identification, and who executed these Articles of Incorporation, and she acknowledged the Articles to be the act and deed of the subscriber and that the facts set forth therein are true.

WITNESS my hand and seal at Stuart, Martin County, Florida,
this 4th day of November, 1997.



Carla J. Romano Saper
NOTARY PUBLIC
My Commission Expires: Feb. 23, 2001

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