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AUTHORIZATION

*Patricia Pizitz*

COST LIMIT : \$ 122.50

ORDER DATE : March 16, 1998

ORDER TIME : 10:0 AM

ORDER NO. : 742722-005

CUSTOMER NO: 4352702

CUSTOMER: Ms. Jennifer Lukas  
WILLIAMS PARKER HARRISON DIETZ  
& GETZEN  
200 South Orange Avenue

Sarasota, FL 34236

100002459271--8

DOMESTIC FILING

NAME: BIKESENJAVA CYCLING CLUB,  
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: Deborah Schroder

EXAMINER'S INITIALS:

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
98 MAR 17 PM 12:34

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**ARTICLES OF INCORPORATION**

**OF**

**BIKESENJAVA CYCLING CLUB, INC.**

**(A Corporation Not for Profit)**

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In order to form a corporation under and in accordance with the provisions of Chapter 617, Florida Statutes, the undersigned hereby make, adopt and subscribe the following Articles of Incorporation:

**I.**

**NAME OF CORPORATION**

The name of this corporation shall be:

BIKESENJAVA CYCLING CLUB, INC.

The principal address and the mailing address of the corporation shall be 1936 Hillview, Sarasota, Florida 34239.

**II.**

**PURPOSES**

The general nature, objects and purposes of the corporation shall be to operate without profit and to accept and receive, property of whatever kind, and wherever situate, received by it by gift, grant, purchase, devise, bequest, or in any lawful manner and to administer and distribute such property exclusively to foster national and international amateur sports competition (provided no part of the activities involve the provision of athletic facilities or equipment) and other charitable purposes, including:

(a) To distribute property in accordance with the terms of gifts, bequests, or devises made to the corporation which are not inconsistent with its purposes;

(b) To modify any restriction or condition on the administration and distribution of funds for any specified purpose consistent herewith if in the sole judgment of the board of directors (without the necessity of the approval of any trustee, custodian or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the designated purposes of the corporation.

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, 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 herein. 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. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any activities not permitted to be carried on 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).

### **III. MEMBERSHIP**

The qualification for members and the manner of their admission shall be as stated in the Bylaws. The members of this corporation shall consist of persons who make a contribution of funds to the corporation, and who share in the common interests of the corporation.

### **IV. BOARD OF DIRECTORS**

The affairs of the corporation shall be managed by a board of directors consisting of three (3) persons, as determined pursuant to provisions of the Bylaws. The method of election of directors shall be as stated in the bylaws.

### **VI. CORPORATE EXISTENCE**

The existence of this corporation shall be perpetual, unless dissolved according to law.

### **VII. BYLAWS**

The first board of directors of the corporation shall adopt Bylaws consistent with these Articles of Incorporation. Thereafter, the Bylaws may be altered, amended or rescinded by the board of directors in the manner provided by such Bylaws.

**VIII.  
REGISTERED OFFICE**

The street address of the initial registered office of the corporation is

Bikesenjava  
1936 Hillview  
Sarasota, Florida 34239

and the name of the initial registered agent of this corporation at that address is Fletcher Bennett.

By execution hereof, the undersigned accepts appointment as registered agent of the Corporation, and acknowledges that he is familiar with, and accepts, the obligations of that position.

**IX.  
INCORPORATOR**

The name and address of the incorporator to these Articles of Incorporation is as follows:

Fletcher Bennett  
1936 Hillview  
Sarasota, Florida 34239

**X.  
COMMITTEES**

The corporation may establish such committees as may be necessary to efficiently carry out the general purposes and activities of the corporation.


**XI.  
DISTRIBUTION UPON DISSOLUTION**

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 of the assets of the corporation exclusively for the purposes for which this corporation was organized to such organization or organizations organized and operated exclusively for charitable, educational, 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, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or an organization or organizations, contributions to which are deductible under Section 170(c)(1) or (2) of the Internal Revenue Code.

**XII.  
AMENDMENT**

This corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation, or any amendment hereto, in the manner now or hereafter prescribed by law.

IN WITNESS WHEREOF, the undersigned incorporator executed these Articles of Incorporation this 11 day of March 1998.

  
\_\_\_\_\_  
Fletcher Bennett  
Incorporator

**ACCEPTANCE OF APPOINTMENT BY REGISTERED AGENT**

The undersigned, hereby consents to the appointment as Registered Agent of BIKESENJAVA CYCLING CLUB, INC., to accept service of process upon said corporation in this state.

  
\_\_\_\_\_  
Fletcher Bennett  
Registered Agent

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