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TRANSMITTAL LETTER

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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-01/04/99-01110-002
*****78.75 *****78.75

SUBJECT: Back Bay Cyclists, Inc.
(Proposed corporate name - must include suffix)

FILED
99 JAN -4 AM 9:25
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Enclosed is an original and one(1) copy of the articles of incorporation and a check for:

☐ \$70.00
Filing Fee

☒ \$78.75
Filing Fee &
Certificate of
Status

☐ \$78.75
Filing Fee
& Certified Copy

☐ \$87.50
Filing Fee,
Certified Copy
& Certificate

ADDITIONAL COPY REQUIRED

FROM: DAVID STEDJE
Name (Printed or typed)

2009 Nancy Ave
Address

Lutz, FL 33549
City, State & Zip

813-886-1075 ext. 226
Daytime Telephone number

GAVE
AUTHORIZATION BY PHONE TO
CORRECT Duct & Pipe add. Lutz
DATE 1-6-99
DEC EXAM CB

Sheri
Gary Lardizabal

NOTE: Please provide the original and one copy of the articles.

CB
1-6-99
5

Nonstock

Nonprofit

CERTIFICATE OF INCORPORATION

of

Back Bay Cyclist, Inc.

FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name of this corporation is Back Bay Cyclist, Inc.

SECOND: Its registered office in the State of Florida is to be located at 2009 Nancy Avenue in the City of LUTZ, County of Hillsborough. The registered agent in charge thereof is David Stedje at the same address.

THIRD: The nature of the business and the objects and purposes proposed to be transacted, promoted and carried on are to do any and all the things herein mentioned, as fully and to the same extent as natural persons might or could do, and in any part of the world, vis:

This is a nonstock, nonprofit corporation. The purpose of the corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under the General Corporation Law of

Said corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt 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), to wit:

Providing a sports organization designed to foster national and international amateur sports competition. The organization will provide an avenue for amateur athletes (cyclists) to compete in the aforementioned sports competitions and provide for the development of amateur athletes through a grass roots cycling program.

FOURTH: The corporation shall not have any capital stock and the conditions of membership shall be stated in the Bylaws.

FIFTH: The name and mailing address of the incorporator is:

Sherri Stedje, 2009 Nancy Avenue, Lutz, Florida 33549

SIXTH: The powers of the incorporator are to terminate upon filing of the certificate of incorporation, and the name(s) and mailing address(es) of the persons who are to serve as director(s) until their successors are elected are as follows:

David Stedje, 2009 Nancy Avenue, Lutz, Florida 33549
SHERRI STEDJI 2009 NANCY AVENUE, LUTZ, FLORIDA 33549
GARY LARDIZABAL 2009 NANCY AVENUE, LUTZ, FLORIDA 33549

SEVENTH: The activities and affairs of the corporation shall be managed by a Board of Directors. The number of directors which shall constitute the whole Board shall be such as from time to time shall be fixed by, or in the manner provided in, the Bylaws, but in no case shall the number be less than three. The directors need not be members of the corporation unless so required by the Bylaws or by Statute. The Board of Directors shall be elected by the members at the annual meeting of the corporation to be held on such date as the Bylaws may provide, and shall hold office until their successors are respectively elected and qualified. The Bylaws shall specify the number of directors necessary to constitute a quorum. The Board of Directors may, by resolution or resolutions passed by a majority of the whole Board, designate one or more committees which, to the extent provided in said resolution or resolutions or in the Bylaws of the corporation, shall have and may exercise all the powers of the Board of Directors in the management of the activities and affairs of the corporation. They may further have power to authorize the seal of the corporation to be affixed to all papers which may require it; and such committee or committees shall have such name or names as may be stated in the Bylaws of the corporation or as may be determined from time to time by resolution adopted by the Board of Directors. The directors of the corporation may, if the Bylaws so provide, be

classified as to term of office. The corporation may elect such officers as the Bylaws may specify, subject to the provisions of the Statute, who shall have titles and exercise such duties as the Bylaws may provide. The Board of Directors is expressly authorized to make, alter, or repeal the Bylaws of this corporation. This corporation may in its Bylaws confer powers upon its Board of Directors in addition to the foregoing, and in addition to the powers and authorities expressly conferred upon them by the Statute. This is true, provided that the Board of Directors shall not exercise any power of authority conferred herein or by Statute upon the members.

EIGHTH: Meetings of members may be held without the State of Florida if the Bylaws so provide. The books of the corporation may be kept (subject to any provisions contained in the Statutes) outside the State of Florida at such place or places as may be from time to time designated by the Board of Directors.

NINTH: 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 Three hereof. No substantial part of the activities of the corporation shall consist of the carrying on of propaganda, or otherwise attempting to intervene in (including the publishing or distribution of statements) any 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).

TENTH: 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 purpose of the corporation in such manner, or to such organization or organizations and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas 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 designated purposes.

ELEVENTH: The corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation, in the manner now or hereafter prescribed by the Statute, and all rights conferred upon members herein are granted subject to their reservation.

TWELFTH: Directors of the corporation shall not be liable to either the corporation or its members for monetary damages for a breach of fiduciary duties unless the breach involves: (1) a director's duty of loyalty to the corporation; (2) acts or omissions not in good faith or which involve intentional misconduct to a knowing violation of law; (3) a transaction from which the director derived an improper personal benefit.

I, **THE UNDERSIGNED**, being each of the incorporators hereinbefore named, for the purpose of forming a nonprofit corporation pursuant to the Florida Not for Profit Corporation Act, do make this certificate, hereby declaring and certifying that the facts herein stated are true, and accordingly have hereunto set my hand this 2nd day of December

A.D. 19 98 .

Sherril Stedje
(Signature of Incorporator)

Having been named as registered agent and to accept service of process for the above stated 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.

[Signature]
Signature/Registered Agent

12-2-98
Date