

Law Offices of  
**DeLOACH & HOFSTRA, P.A.**

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Seminole, Florida 33772

P. O. Box 3390  
Seminole, Florida 33775

*N/990000001909*

March 18, 1999

*(M)*

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

600002813926-3  
-03/22/99-01124-009  
\*\*\*\*\*70.00 \*\*\*\*\*70.00

RE: LARGO/SEMINOLE BMX RACING ASSOCIATION, INC.  
OUR FILE NO.: 19,276

Dear Sir or Madam:

Enclosed please find the original and one photocopy of the Articles of Incorporation for the above-referenced corporation, together with a check in the amount of \$70.00 to cover the cost of the following:

|                  |          |
|------------------|----------|
| Filing Fee       | \$ 35.00 |
| Registered Agent | \$ 35.00 |
| TOTAL            | \$ 70.00 |

Please date stamp the photocopy and return same to me.

Should you have any questions or comments, please do not hesitate to advise.

Very truly yours,

*[Signature]*  
Peter T. Hofstra

PTH:kjh  
Enclosures

*Lauren Henley* GAVE  
AUTHORIZATION BY PHONE TO

CORRECT *Principal address*

DATE *3/26/99*

DOC. EXAM *[Signature]*

FILED  
99 MAR 22 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W 7299*

**ARTICLES OF INCORPORATION OF  
LARGO/SEMINOLE BMX RACING ASSOCIATION, INC.,  
a Florida Not For Profit Corporation**

FILED  
99 MAR 22 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The undersigned persons, acting as incorporators of a corporation not for profit under the Florida Not For Profit Corporation Act, as set forth in Chapter 617 of the Florida Statutes, adopt the following Articles of Incorporation for the corporation:

**ARTICLE I**

The name of the corporation is LARGO/SEMINOLE BMX RACING ASSOCIATION, INC. The address is 11493 116th Street North  
Largo, Fl 33778

**ARTICLE II**

The corporation shall have perpetual duration.

**ARTICLE III**

The corporation is a not for profit corporation. The purposes for which the corporation is organized are:

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of sporting and educational and for other charitable purposes, by the distribution of its funds for those purposes and particularly for the advancement of youth BMX bicycle racing.

(b) The general purposes for which this corporation is formed are to operate exclusively for sporting and educational purposes which will qualify it as an exempt organization under Section 501 of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws, including, for those purposes, the making of distributions to organizations which qualify as tax-exempt organizations under that Code.

(c) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene by publication or distribution of any statements or otherwise in any political campaign on behalf of any candidate for public office.

**ARTICLE IV**

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of the members of the corporation, the manner of their admission, the different classes of membership, if any, the property, voting, and

other rights and privileges of members, and their liability for dues and assessments and the method of collecting dues and assessments shall be as regulated in the bylaws.

#### ARTICLE V

The street address of the initial registered office of the corporation is 8640 Seminole Boulevard, City of Seminole, County of Pinellas, State of Florida. The name of its initial registered agent at that address is Peter T. Hofstra.

#### ARTICLE VI

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a board of directors. The number of directors of the corporation shall be three (3); provided, however, that that number may be changed by a bylaw duly adopted pursuant to the bylaws of this corporation.

The Directors named here as the first board of directors shall hold office until the first meeting of members, at which time an election of directors shall be held.

Directors elected at the first annual meeting, and at all subsequent times, shall serve for a term of one (1) year until the following annual meeting of members following the election of directors and until the qualification of the successors in office. Annual meetings shall be held on the first Monday in October of each year at the principal office of the corporation, or at any other place of places designated by the board of directors by resolution.

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 the members of the board individually or collectively consent in writing to the action. Written consent or consents shall be filed with the minutes of the proceedings of the board, and any 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 that relates to action taken in this manner 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 bylaws of this corporation authorize the directors to act in this manner. This statement shall be prima facie evidence of the directors' authority.

The names and residential addresses of the persons who are to serve as the initial directors are:

| <u>Name</u>        | <u>Residential Address</u>                          |
|--------------------|---|
| William P. Geving  | 11493-116th Street North<br>Largo, Florida 33778    |
| Daniel Lucas       | 7371 112th Street North<br>Seminole, Florida 33772  |
| George Mangiarelli | 10447 52nd Avenue North<br>St. Petersburg, FL 33708 |

#### ARTICLE VII

The name and address of each incorporator are:

| <u>Name</u>        | <u>Address</u>                                      |
|--------------------|---|
| William P. Geving  | 11493-116th Street North<br>Largo, Florida 33778    |
| Daniel Lucas       | 7371 112th Street North<br>Seminole, Florida 33772  |
| George Mangiarelli | 10447-52nd Avenue North<br>St. Petersburg, FL 33708 |

#### ARTICLE VIII

The board of directors shall elect the following officers: president, vice-president, treasurer, and secretary, and any other officers which the bylaws of this corporation authorize the directors to elect. Initially, officers shall be elected at the first annual meeting of the board of directors. Until that election is held, the following persons shall serve as corporate officers:

|                    |                     |  |
|--------------------|---------------------|--|
| William P. Geving  | President/Secretary | 11493-116th St. North<br>Largo, Florida 33778        |
| Daniel Lucas       | Vice President      | 7371-112th St. North<br>Seminole, FL 33772           |
| George Mangiarelli | Treasurer           | 10447-52nd Ave. North<br>St. Petersburg, FL<br>33708 |

#### ARTICLE IX

Subject to the limitations contained in the bylaws and any limitations set forth in the Not For Profit Corporation Act of

Florida described above, concerning corporate action that must be authorized or approved by the members of the corporation, the bylaws of this corporation may be made, altered, rescinded, added to, or new bylaws may be adopted, either by a resolution of the board of directors or by following the procedure set forth in the bylaws.

#### ARTICLE X

The property of this corporation is irrevocably dedicated to sporting and educational 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, or to the benefit of any private individual.

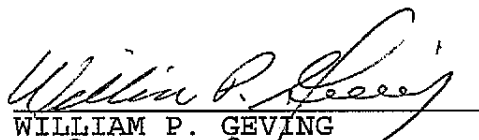
#### ARTICLE XI

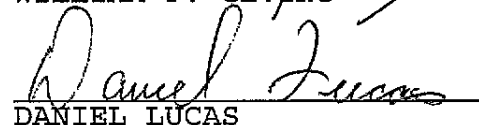
On the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a not for profit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE XII

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. Amendments may be adopted by a vote of at least two-thirds of a quorum of members of the corporation.

We, the undersigned, being the incorporators of this corporation, for the purpose of forming this not for profit charitable corporation under the Laws of Florida, have executed these articles of incorporation on March 17, 1999.

  
WILLIAM P. GEVING

  
DANIEL LUCAS

  
GEORGE MANGIARELLI

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
17 day of March, 1999, by WILLIAM P. GEVING who is personally  
known to me or who has produced Fla. Drivers License  
as identification.



Karen Henley  
MY COMMISSION # CC660220 EXPIRES  
June 30, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Karen Henley  
(Signature of Notary)

(Name of notary, printed or stamped)

Notary Public

(Serial Number, if any)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
17 day of March, 1999, by DANIEL LUCAS who is personally known  
to me or who has produced Fla. Drivers License  
as identification.



Karen Henley  
MY COMMISSION # CC660220 EXPIRES  
June 30, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Karen Henley  
(Signature of Notary)

(Name of notary, printed or stamped)

Notary Public

(Serial Number, if any)

STATE OF FLORIDA  
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me this  
17 day of March, 1999, by GEORGE MANGIARELLI, who is personally  
known to me or who has produced Fla. Drivers License  
as identification.



Karen Henley  
MY COMMISSION # CC660220 EXPIRES  
June 30, 2001  
BONDED THRU TROY FAIN INSURANCE, INC.

Karen Henley  
(Signature of Notary)

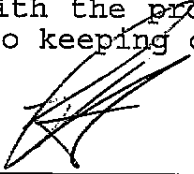
(Name of notary, printed or stamped)

Notary Public

(Serial Number, if any)

ACCEPTANCE OF REGISTERED AGENT

Having been named to accept service of process for the above-named corporation, at the place designated in these Articles of Incorporation, I hereby accept to act in this capacity, and agree to comply with the provisions of the laws of the State of Florida relative to keeping open said office.



PETER T. HOFSTRA, Registered Agent

FILED  
99 MAR 22 PM 4:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA