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☐ PICK-UP    ☐ WAIT    ☐ MAIL

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(Business Entity Name)

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(Document Number)

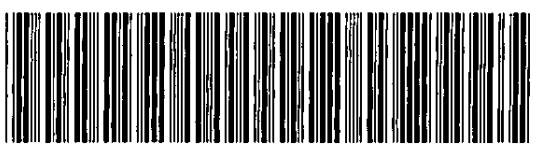
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 NOV -5 PM 2:25

JS 11/5/08

**COVER LETTER**

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

**ORIGINAL**

**SUBJECT:** FIRST KICK CYCLES, INC.

**(PROPOSED CORPORATE NAME - MUST INCLUDE SUFFIX)**

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

☐ \$70.00      ☐ \$78.75  
Filing Fee      Filing Fee  
                    & Certificate of Status

☐ \$78.75      ☒ \$87.50  
Filing Fee      Filing Fee,  
& Certified Copy      Certified Copy  
                                    & Certificate of  
                                    Status

**ADDITIONAL COPY REQUIRED**

**FROM:** JOSEF E. GOMEZ

Name (Printed or typed)

1679 LINWOOD DRIVE

Address

CLEARWATER, FLORIDA 33755

City, State & Zip

727-638-1379

Daytime Telephone number

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 NOV -5 PM 2:25

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



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DIVISION OF CORPORATIONS

08 NOV -5 PM 2:25

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 21, 2008

JOSEF E. GOMEZ  
1679 LINWOOD DRIVE  
CLEARWATER, FL 33755

SUBJECT: FIRST KICK CYCLES, INC.  
Ref. Number: W08000048330

We have received your document for FIRST KICK CYCLES, INC. and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document must contain written acceptance by the registered agent, (i.e. "I hereby am familiar with and accept the duties and responsibilities as Registered Agent.")

The registered agent must sign accepting the designation.

An effective date may be added to the Articles of Incorporation if a 2009 date is needed, otherwise the date of receipt will be the file date. A separate article must be added to the Articles of Incorporation for the effective date.

Please return the corrected original and one copy of 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 (850) 245-6973.

Claretha Golden  
Regulatory Specialist II  
New Filing Section

Letter Number: 308A00054514

**EFFECTIVE DATE**

01/01/09

**ARTICLES OF INCORPORATION  
OF  
FIRST KICK CYCLES, INC.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

08 NOV -5 PM 2:25

The undersigned subscriber to these Articles of Incorporation, a natural person competent to contract, does hereby form a corporation for profit under the laws of the State of Florida.

**ARTICLE I**

**NAME AND ADDRESS OF BUSINESS**

The name of this corporation is First Kick Cycles, Inc., and the address of this corporation is 1679 Linwood Drive, Clearwater, Florida 33755.

**ARTICLE II**

**PRINCIPAL OFFICE**

The principle office of First Kick Cycles, Inc. is 1679 Linwood Drive, Clearwater, Florida 33755.

**ARTICLE III**

**COMMENCEMENT OF CORPORATE EXISTENCE**

The Corporation's existence shall commence on January 1, 2009.

**ARTICLE IV**

**PURPOSE OF BUSINESS AND POWERS**

- A. The general nature of business or businesses to be transacted by the Corporation is to engage in any activity or business permitted under the laws of the United States and the State of Florida.
- B. The Corporation shall have the power to do everything necessary, proper, advisable or convenient for the accomplishment of the purpose therein before set forth, and to do all other things incidental thereto or connected therewith, which are not prohibited by statute or by these Articles of Incorporation.

## ARTICLE V

### AUTHORIZED SHARES

The maximum number of shares of stock authorized to be issued by the corporation is 1,000 shares of capital stock, all of which shall be common shares of the par value of \$.01 per share and each of which shall have the same rights and privileges. Each of the common shares shall entitle the holder of one vote at any shareholders' meeting and otherwise to participate in all such meetings and in the assets of the Corporation. They shall be issued for such consideration as may be determined from time to time by the Board of Directors, provided that such consideration shall have a value at least equal to the full par value of such shares. The shares may be paid for in lawful money of the United States of America, or in property, labor or other legal forms of consideration.

## ARTICLE VI

### INITIAL REGISTERED OFFICERS AND DIRECTORS

The street address of the initial registered office of the Corporation is 1679 Linwood Drive, Clearwater, Florida 33755, and the initial registered officer at that address is Josef E. Gomez, President.

- A. Number and Term. The Board of Directors shall be composed of no less than one (1) member who shall be elected at the annual meeting of shareholders to be held at the time and place prescribed in the By-Laws. The exact number of directors may be fixed by the By-Laws or by the shareholders. Directors need not be shareholders of the Corporation. They shall hold office after their election of a period of one year or until their successors are duly elected and qualified, subject to their resignation or their removal by the shareholders at any time without cause. The initial members of the Board of Directors, as named in this Article, shall hold office for the first year of existence of the Corporation or until their respective successors are duly elected and qualified.
- B. Powers and Duties. Included among the powers and duties of the Board of Directors are the following:
- (1) electing the officers of the Corporation;
  - (2) exercising complete charge of the business of the Corporation, including electing committees of the Board and delegating to them, as well as to the officers of the Corporation, such powers in the conduct of the Corporations' business as may be deemed advisable;
  - (3) determining the compensation of the officers, including those who may also be a director; and
  - (4) specifying the conditions upon which certificates representing shares of the Corporation shall be issued, and replacing lost or destroyed certificates by a new issue.

## OFFICERS

- A. Officers of the Corporation shall consist of a President, Secretary and Treasurer, as well as other officers as the Board of Directors may deem advisable.
- B. Officers need not be shareholders of the Corporation.
- C. All officers shall have rank, tenure of office, powers and duties as may be prescribed by the By-Laws or the Directors by appropriate resolution.

## ARTICLE VII

### REGISTERED AGENT

The names and street address of the initial registered agent of the Corporation is:

Josef E. Gomez  
1679 Linwood Drive  
Clearwater, Florida 33755

## ARTICLE VIII

### INCORPORATOR

The name and street address of the Incorporator of these Articles is:

Josef E. Gomez  
1679 Linwood Drive  
Clearwater, Florida 33755

## ARTICLE IX

### INDEMNIFICATION

- A. Right to Indemnification. Except as limited by paragraph B herein below, the Corporation shall indemnify to the fullest extent authorized by the Florida Business Corporation Act Section 607.0850, Florida Statutes or as such law may hereafter be amended (but, in the case of any such amendment, only to the extent that such amendment permits the Corporation to provide broader indemnification rights than such law permitted the Corporation to provide prior to such amendment), each director and officer of the Corporation who is or was party to any proceeding by reason of the fact that he is or was a director or officer of the Corporation or was serving at the request of the Corporation as a director or officer of another corporation or other enterprise against liability incurred in connection with such proceeding, including any appeal thereof. For purposes of this Article, the term "proceeding" includes any threatened, pending or completed action, suit or other type of proceeding, whether civil, criminal, administrative, or investigative

and whether formal or informal and the term "liability" includes obligations to pay a judgment, settlement, penalty of fine (including excise tax assessed with respect any employee benefit plan), and expenses actually and reasonably incurred to a proceeding. The right to indemnification conferred in these Articles shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending any such proceeding in advance of its final disposition upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if he is ultimately found not to be entitled to indemnification by the Corporation. Indemnification and advancement of expenses as provided for in the Article shall continue to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such person.

B. Exceptions. Indemnification or advancement of expenses shall not be made to or on behalf of any director or officer if a judgment or other final adjudication establishes that his action, or omissions to act, were material to the cause of action to adjudication and constitutes:

- (1) A violation of criminal law, unless the director or officer had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful.
- (2) A transaction from which the director or officer derived an improper benefit.
- (3) In the case of a director, a circumstance under Section 607.0834, Florida Statutes, would subject a director to liability; or
- (4) Willful misconduct or conscious disregard for the best interest of the Corporation in a proceeding by or in the right of a shareholder.

C. Insurance. The Corporation may purchase and maintain insurance, at its expense, to protect itself and any director and officer of the Corporation or other enterprise against any liability, whether or not the Corporation would have the power to indemnify such person against such liability under the Florida Business Corporation Act.

D. Limitation of Director's Liability. A director of the Corporation shall not be personally liable for monetary damages to the Corporation or any other person (including shareholders of the Corporation) for any statement, vote, decision, or failure to act, regarding corporate management or policy, by a director, unless:

- (1) The director breached or failed to perform his duties as a director; and
- (2) The director's breach of, or failure to perform, those duties' constitutes:
  - (i) A violation of the criminal law, unless the director had reasonable cause to believe his conduct was lawful or had no reasonable cause to believe his conduct was unlawful. A judgment or other formal adjudication against a director in any criminal proceeding for a violation of the criminal estops that director from contesting the fact that his breach, or failure to perform, constitutes a violation of the criminal law; but does not estop the director from establishing that he had reasonable cause to believe that his conduct was lawful or had no reasonable cause to believe that his conduct was unlawful;
  - (ii) A transaction from which the director derived an improper personal benefit;

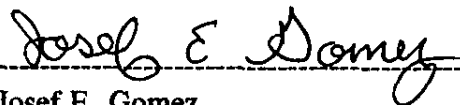
- (iii) A circumstance under section 607.0834, Florida Statutes would subject the director to liability:
- (iv) In a proceeding by or in the right of the Corporation to procure a judgment in its favor or by or in right of a shareholder, conscious disregard for the best interest of the Corporation or willful misconduct; or
- (v) In a proceeding by or in the right of someone other than the Corporation or a shareholder, recklessness or an act or omission which was committed in bad faith or with malicious purpose or in a manner exhibiting wanton and willful disregard or human rights, safety or property.

## ARTICLE X

### MISCELLANEOUS

- A. Other Offices, Agencies and Branches. The Corporation may have other offices, agencies and branches at such places either within or without the State of Florida as may be determined by the Board of Directors.
- B. Location of Shareholders and Directors Meetings. Meetings of the shareholders and director of the Corporation may be held at places within or without the State of Florida, and the place or places for the holding of such meetings may be specified in the By-Laws or by the Board of Directors.

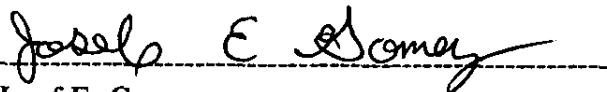
IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of Oct 2008 2008.



Josef E. Gomez  
Incorporator

THE UNDERSIGNED, named as the Registered Agent in Article VII of these Articles of Incorporation, hereby accepts the appointment as such Registered Agent, and acknowledges that he is familiar with, and accepts the obligations imposed upon registered agents under the Florida Business Corporation Act.

IN WITNESS WHEREOF, I have hereunto set my hand and seal this 31 day of Oct 2008 2008.



Josef E. Gomez  
Registered Agent

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