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Requestor's Name

B. Smith

1135 Utah Blvd.

Orlando, Fl. 32803

One #

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	NonProfit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of R.A., Officer/ Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation

REGISTRATION/ QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Partnership
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

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8-12-97

ARTICLES OF INCORPORATION

OF

BIKE ORLANDO, INC.

A FLORIDA CORPORATION

ARTICLE I - NAME

The name of the Corporation is BIKE ORLANDO, INC.

**ARTICLE II - LOCATION OF REGISTERED OFFICE AND
IDENTIFICATION OF REGISTERED AGENT**

A. The street address of the initial registered office and principal office of the corporation is 812 Park Lake Place, Maitland, Florida 32751.

B. The name of this corporation's registered agent at such address is Gina M. Garcia.

ARTICLE III - STATEMENT OF CORPORATE NATURE

The nature of the business and the objects and purposes to be transacted, promoted and carried on, are to do any and all things herein associated with indoor and outdoor recreation including but not limited to retail and wholesale sales, as fully and to the same extent as natural persons might or could do, and in any part of the world, viz.:

"The purpose of the corporation is to engage in any lawful act or activity for which the corporations may be organized under the laws of Florida."

ARTICLE IV - TERM

BIKE ORLANDO, INC. Shall have a perpetual existence.

ARTICLE V - CAPITALIZATION

The corporation shall have the authority to issue up to **ONE HUNDRED THOUSAND** (100,000) Shares of Common Stock, each share to have a Par Value of \$.50 : The shares may be issued upon such terms as the Board of Directors from time to time authorize.

ARTICLE VI - INCORPORATORS

The names and addresses of the incorporators of the corporation are as follows:

<u>NAME</u>	<u>ADDRESS</u>
Brian S. Smith	1135 Utah Blvd., Orlando, Fl. 32803
Gina M. Garcia	812 Park Lake Place, Maitland, Fl. 32751
William Skaggs	812 Park Lake Place, Maitland, Fl. 32751

ARTICLE VII - MANAGEMENT OF CORPORATE AFFAIRS

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 initial Directors of the Corporation shall be

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three (3). The number of Directors may be increased by a Bylaw duly adopted by the members, but shall not at any time be decreased to a number below three (3).

Directors elected at the first annual meeting, and at all times thereafter shall serve for a term of one (1) year until the first (1) annual meeting of shareholders following the election of Directors, and until the qualification of the successors in office. Annual meetings shall be held each year at the principal office of the corporation, or at such other location(s) as the Board of Directors may designate from time to time 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 members of the Board shall consent individually or collectively in writing to such action. Such written consent(s) shall be filed with the minutes of the proceeding 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 of this corporation shall be prima facie evidence of such authority.

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

<u>NAME</u>	<u>ADDRESS</u>
Brian S. Smith	1135 Utah Blvd., Orlando, Fl. 32803
Gina M. Garcia	812 Park Lake Place, Maitland, Fl. 32751
William Skaggs	812 Park Lake Place, Maitland, Fl. 32751

The first members of the Board of Directors named herein shall hold office until the first meeting of shareholders to be held within sixty (60) days after the filing of these Articles, at which time an election of the Board of Directors shall be held.

B. Corporate Officers. The Board of Directors shall elect the following officers: President, Vice President (s), Treasurer, Secretary, and such other officers as the Bylaws of this corporation may authorize the Directors to elect from time to time. Initially such officers shall be:

President:	Gina M. Garcia
Vice President:	Brian Smith
Treasurer:	Gina M. Garcia
Secretary:	William Skaggs

The officers named herein shall serve until the first meeting of the Directors which shall be held within sixty (60) days after the filing of these Articles at which time an election of officers shall be held.

ARTICLE VIII - BYLAWS

Subject to the limitations contained in the Bylaws, and any limitations set forth by Florida State Law concerning corporate actions that must be authorized or approved by shareholders 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 IX - RESTRICTED ACTIVITIES

Notwithstanding any other provision of these Articles, this organization shall not carry on any activities not to be permitted to be carried on Florida State Law.

We, the undersigned, being each of the incorporators of this corporation, for the purpose of forming this corporation have executed these Articles of Incorporation the 28th day of July, 1997

I am hereby familiar with the duties and responsibilities and agrees to accept the appointment as registered agent of said corporation.

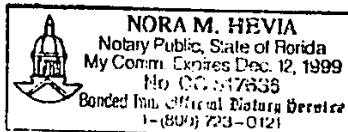
William Skaggs
Registered Agent

STATE OF FLORIDA :
COUNTY OF ORANGE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared Genea Marcia, to me known and known by me to be the person who executed the foregoing Articles of Incorporation, and sworn and acknowledged before me that he executed these Articles of Incorporation. ID DRIVERS LICENSE G 620 280 73 590-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 28 day of July, 1997

My Commission Expires:



Nora M. Hevia
NOTARY PUBLIC, State of Florida at Large

NORA M. HEVIA
Printed Name

CC 517636
Commission No.

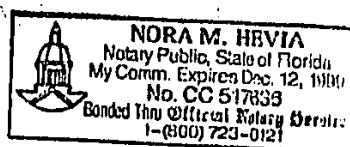
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STATE OF FLORIDA :
COUNTY OF ORANGE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared WILLIAM LEE SKAGGS, to me known and known by me to be the person who executed the foregoing Articles of Incorporation, and sworn and acknowledged before me that he executed these Articles of Incorporation. ID DRIVERS LICENSE S200 932 75 223-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 28 day of July, 1997

My Commission Expires:



Nora M. Hevia
NOTARY PUBLIC, State of Florida at Large

NORA M. HEVIA
Printed Name

CC 517636
Commission No.

STATE OF FLORIDA :
COUNTY OF ORANGE :

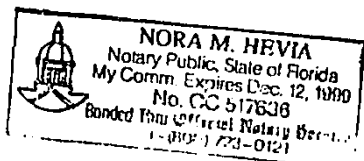
BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared BRIAN SCOTT SMITH, to me known and known by me to be the person who executed the foregoing Articles of Incorporation, and sworn and acknowledged before me that he executed these Articles of Incorporation.

ID DRIVERS LICENSE 5530 077 69 190-0

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this 28 day of July, 1997

My Commission Expires:

Nora M. Hevia
NOTARY PUBLIC, State of Florida at Large



NORA M. HEVIA
Printed Name
CC 517636
Commission No.

STATE OF FLORIDA :
COUNTY OF ORANGE :

BEFORE ME, a Notary Public authorized to take acknowledgments in the state and county set forth above, personally appeared _____, to me known and known by me to be the person who executed the foregoing Articles of Incorporation, and sworn and acknowledged before me that he executed these Articles of Incorporation.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the state and county aforesaid, this _____ day of _____, 1995

My Commission Expires:

NOTARY PUBLIC, State of Florida at Large

Printed Name

Commission No.