

**ARTICLES OF INCORPORATION OF
TALLAHASSEE CYCLING, INC.**

a Florida corporation not for profit

The undersigned Incorporators hereby file these Articles of Incorporation in order to form a corporation not for profit under the laws of the State of Florida.

ARTICLE I.

Name

The name of this Corporation shall be TALLAHASSEE CYCLING, INC.

ARTICLE II.

Address

The street address of the initial principal office and the mailing address of this Corporation shall be 3158 West Lake Shore Drive, Tallahassee, Florida 32312.

ARTICLE III.

Corporate Purposes

The Corporation shall be a nonprofit organization formed and organized for the purposes of promoting bicycling for transportation, sport, health through education, advocacy, and rider development within the meaning of Section 501(c)(3) of the Internal Revenue Code, and to:

- (1) provide opportunities for group riding both on and off road;
- (2) provide educational and promotional activities to support and generate interest in bicycle riding as a legal, safe and healthy means of transportation;

- (3) educate the general public as to the health benefits of bicycling;
- (4) assist the public and private school systems in educating children on the safe and effective use of bicycles; and
- (5) promote bicycling as a sport and a healthy lifestyle.

No part of the net earnings of the Corporation shall inure to the benefit of any officer, director, member, or any other person having a personal or private interest in the activities of the Corporation. No substantial part of the activities of the Corporation shall be dedicated to attempting to influence legislation by propaganda or otherwise. The Corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office.

ARTICLE IV.

Term of Corporate Existence

This Corporation shall commence its existence on January 1, 2004 and shall have perpetual existence unless dissolved according to law.

ARTICLE V.

Corporate Powers

This Corporation shall have and exercise all the powers accorded corporations not for profit under the laws of the State of Florida which are not in conflict with the Corporation's exempt purposes as provided hereinabove.

ARTICLE VI.

Members

The Corporation shall not have capital stock but shall have voting members. The Board of Directors may authorize the establishment of nonvoting honorary membership from time to time. The qualification for such members and the manner of their admission shall be regulated by the Bylaws of the Corporation, which may establish different classes of membership.

ARTICLE VII.
Board of Directors

The powers of the Corporation shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, a Board of Directors, the number of which may be either increased or decreased from time to time as regulated by the Bylaws but shall consist of not fewer than three. The manner and method of election of the Board of Directors shall be as stated in the Bylaws of the Corporation. Where not inconsistent with Chapter 617, Florida Statutes, and the express provisions of these Articles, the Board of Directors shall have all the rights, powers, and privileges prescribed by law of directors of corporations for profit. The initial Board of Directors of the Corporation shall consist of four members, as set forth below, who shall hold office for such terms as provided in the Bylaws of the Corporation and until their successors have been elected and qualified or until their earlier resignation, removal from office, inability to act, or death:

Christopher Lacher	3158 W. Lakeshore Drive Tallahassee, Florida 32312
Warren May	2468 Arvah Branch Blvd. Tallahassee, Florida 32309
Sam Amantia	705 Eagle View Circle Tallahassee, Florida 32311
Tom Yeoman	4440 Bayshore Circle Tallahassee, Florida 32309

ARTICLE VIII.

Officers

The Corporation shall have a President, a Vice-President, a Secretary, and a Treasurer, each of whom shall be elected by the Members at such time and in such manner as prescribed by the Bylaws. The Corporation may have such other officers and assistant officers and agents as the Board of Directors may deem necessary, to be elected by the Board of Directors or chosen in such other manner as prescribed by the Bylaws.

ARTICLE IX.

Registered Office and Registered Agent

The name of the initial Registered Agent of the Corporation and the street address of the initial Registered Office of this Corporation in the State of Florida shall be as follows:

Stuart E. Goldberg 2039 Centre Pointe Boulevard, Suite 201
Tallahassee, Florida 32308

The Board of Directors may from time to time change the Registered Office to any other address in the State of Florida or change the Registered Agent.

ARTICLE X.

Amendment

These Articles of Incorporation may be amended in any manner now or hereafter provided for by law.

ARTICLE XI.

Dissolution

Upon dissolution, all of the Corporation's assets remaining after payment of all costs and expenses of such dissolution shall be distributed either to the members or for an exempt purpose to any organization which shall then be qualified for exemption under Section 501(c)(3) and to which a contribution shall be permitted as a deduction under Sections 170, 2055, or 2522 as applicable, or to the federal government, or to a state or local government for a public purpose as the Board of Directors shall determine.

ARTICLE XII.

Incorporators

The names and street addresses of the Incorporators of this Corporation are as follows:

Christopher Lacher	3158 W. Lakeshore Drive Tallahassee, Florida 32312
Warren May	2468 Arvah Branch Boulevard Tallahassee, Florida 32309
Sam Amantia	705 Eagle View Circle Tallahassee, Florida 32311
Tom Yeoman	4440 Bayshore Circle Tallahassee, Florida 32309

IN WITNESS WHEREOF, we have executed these Articles of Incorporation of **TALLAHASSEE CYCLING, INC.** this _____ day of December, 2003.

Christopher Lacher, Incorporator

Warren May, Incorporator

Sam Amantia, Incorporator

Tom Yeoman, Incorporator

STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation of **TALLAHASSEE CYCLING, INC.** were acknowledged before me this ____ day of December, 2003, by **Christopher Lacher** who is personally known to me or has produced a Florida Driver's license as identification, as an Incorporator.

Signature of Notary Public
Notary Stamp/Seal

STATE OF FLORIDA

COUNTY OF LEON

The foregoing Articles of Incorporation of **TALLAHASSEE CYCLING, INC.** were acknowledged before me this day of December, 2003, by Warren May who is personally known to me or who has produced a Florida Driver's license as identification, as an Incorporator.

Signature of Notary Public
Notary Stamp/Seal

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation of TALLAHASSEE CYCLING, INC. were acknowledged before me this day of December, 2003, by Sam Amantia who is personally known to me or who has produced a Florida Driver's license as identification, as an Incorporator.

Signature of Notary Public
Notary Stamp/Seal:

STATE OF FLORIDA
COUNTY OF LEON

The foregoing Articles of Incorporation of TALLAHASSEE CYCLING, INC. were acknowledged before me this day of December, 2003, by Tom Yeoman who is personally known to me or who has produced a Florida Driver's license as identification, as an Incorporator.

Signature of Notary Public
Notary Stamp/Seal:

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND REGISTERED OFFICE**

Pursuant to Sections 48.091 and 617.0501, Florida Statutes, TALLAHASSEE CYCLING, INC., desiring to organize as a corporation not for profit under the laws of the State of Florida, has designated 2039 Centre Pointe Boulevard, Suite 201, Tallahassee, Florida 32308, as its initial Registered Office, and has named **Stuart E. Goldberg**, located at said address, as its initial Registered Agent.

Christopher Lacher, Incorporator

Date: _____

Warren May, Incorporator

Date: _____

Sam Amantia, Incorporator

Date: _____

Tom Yeoman, Incorporator

Date: _____

Having been named by the above-stated Corporation as its registered agent to accept service of process at the location designated herein, the undersigned hereby accepts said appointment and agrees to act in this capacity, is familiar with and accepts the obligations of Section 617.0501, Florida Statutes, and agrees to comply with the laws of Florida applicable thereto.

Stuart E. Goldberg

Registered Agent

Date: _____