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FLORIDA NON-PROFIT CORPORATION

HIGHLANDS PEDALERS, INC.

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**ARTICLES OF INCORPORATION
OF
HIGHLANDS PEDALERS, INC.
(a Florida Not For Profit Corporation)**

The undersigned person, acting as incorporator of a corporation under the laws of the State of Florida, adopts the following Articles of Incorporation for such corporation not-for-profit pursuant to Chapter 617, Florida Statutes (2000):

**SECTION ONE
NAME AND ADDRESS**

The name of the corporation is **HIGHLANDS PEDALERS, INC.**; the corporate address is 307 South Commerce Avenue, Sebring, Florida 33870.

**SECTION TWO
SPECIFIC AND GENERAL PURPOSES
CORPORATE POWERS**

The corporation is a not for profit corporation.

(1) The specific and primary purposes for which this corporation is formed are to promote cycling and physical fitness and be advocates of safe cycling, and to perform all other acts allowed by law.

(2) The general purpose for which this corporation is formed is to operate for such charitable purposes as will qualify it as an exempt organization under Section 501(c)(7) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent tax laws, including, for such purposes, the making of distributions to organizations which qualify as tax-exempt under that Code, and to perform all other acts allowed by law.

(3) 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.

(4) The Corporation shall possess all powers granted corporations not-for-profit under the laws of the State of Florida and shall be subject to all restrictions imposed upon such corporations and in addition thereto the following restrictions shall pertain:

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(a) 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 expenditures in furtherance of the purposes set forth in Section 2 hereof.

(b) Notwithstanding any other provision of these articles, this organization shall not carry on any activities not permitted to be carried on by an organization exempt from Federal income tax under Section 501(c)(7) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or by a corporation organized under Florida Statute Chapter 617.

SECTION THREE DURATION

The corporation shall have perpetual duration.

SECTION FOUR MEMBERSHIP

The corporation shall have a membership distinct from the Board of Directors. Membership shall be open to all persons who are interested in furthering the common purposes of this corporation as set forth in Section Two. Membership status shall be determined by the Board of Directors in the adoption of Bylaws and Amendments thereto from time to time, and may embrace the qualifications for active, honorary, sustaining and lifetime membership, and establish membership fees therefor.

SECTION FIVE REGISTERED OFFICE; REGISTERED AGENT

The street address of the initial registered office of the corporation is 3531 U.S. 27 South, Sebring, Florida 33870. The name of the registered agent at such address is Daniel F. Andrews.

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SECTION SIX
BOARD OF DIRECTORS

The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by a Board of Directors consisting of not less than five (5) nor more than nine (9) persons who need not be members of the Corporation. The first Board of Directors of the corporation shall be nine (9) persons; provided, however, that such number may be increased or decreased by a Bylaw duly adopted pursuant to the Bylaws of this corporation.

The directors named in this certificate of incorporation as the first Board of Directors shall hold office until the first meeting of members, to be held on January 14, 2004 at 7:00 p.m. at the Board Room of Highlands Regional Medical Center, 3600 S. Highlands Avenue, Sebring, FL 33870, at which time an election of directors shall be held.

Annual meetings shall be held at the Board Room of Highlands Regional Medical Center, 3600 S. Highlands Avenue, Sebring, Florida 33870 on the 2nd Wednesday in January of each year, beginning in 2005, or such other place or places 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 the members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall describe the action taken, contain the signature of each director or directors, be filed with the minutes of the proceedings of the Board, and any such action by written consent shall have the same force and effect as if taken by unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this corporation authorize the Board of Directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and addresses of the persons who are to serve as the initial Directors are as follows:

<u>Name</u>	<u>Address</u>
Terrill L. Morris	307 S. Commerce Ave. Sebring, FL 33870
Bob Hodge	4605 Oak Circle Sebring, FL 33872

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Candace Smith	626 Schlosser Rd. Sebring, FL 33875
Darrell Smith	626 Schlosser Rd. Sebring, FL 33875
Ken Freeland	208 Parkview Rd. Sebring, FL 33870
Mark Andrews	721 NE Lakeview Dr. Sebring, FL 33870
Rick Johnson	6717 Coral Ridge Rd. Sebring, FL 33876
Vic Meare	1854 Evergreen St. Sebring, FL 33870
Dave Wucher	3541 E. Glen Eagles Dr. Avon Park, FL 33825

**SECTION SEVEN
QUORUM**

The presence of those members present including a majority of board members present shall constitute a quorum to transact business. The act of a majority of the members present, which must also include a majority of board members present at a meeting where a quorum is present shall be the act of the membership.

**SECTION EIGHT
OFFICERS**

The Board of Directors shall elect the following officers: President, Vice President, Secretary, and Treasurer, 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 elected at the first annual meeting of the Board of Directors. Until such election is held, the following persons shall serve as corporate officers:

<u>Officer</u>	<u>Name and Address</u>
President	Terrill Morris 307 South Commerce Avenue Sebring, FL 33870

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Vice President

Bob Hodge
4605 Oak Circle
Sebring, FL 33870

Treasurer

Candace Smith
626 Schlosser Road
Sebring, FL 33875

Secretary

Ken Freeland
208 Parkview Road
Sebring, FL 33870

**SECTION NINE
INCORPORATOR**

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

Daniel F. Andrews
3531 U.S. 27 South
Sebring, Florida 33870

**SECTION TEN
ADOPTION AND MODIFICATION OF BYLAWS**

The Bylaws of the Corporation shall be as adopted by the first Board of Directors. Subject to the limitations contained in the Bylaws and any limitations set forth in the laws of the State of Florida, the Bylaws of this corporation may be altered, rescinded, added to, or new Bylaws may be adopted, either by resolution of the Board of Directors or by following the procedure set forth therefor in the Bylaws.

**SECTION ELEVEN
DEDICATION OF PROPERTY**

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

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**SECTION TWELVE
ACCEPTANCE OF GIFTS**

The Board of Directors may from time to time on behalf of the corporation accept gifts of money or securities upon such terms as they shall approve, and may hold such cash or securities in the name of the corporation or of such nominee or nominees as the Board of Directors may appoint, and may collect and receive the income of such gifts and devote the principal or income of such gifts to such benevolent or charitable purposes within the scope of the activities of the corporation as the Board of Directors may determine.

**SECTION THIRTEEN
DISTRIBUTION ON DISSOLUTION**

Upon 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 nonprofit fund, foundation, or corporation which has established its tax exempt status under Section 501(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction in 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 purposes.

**SECTION FOURTEEN
AMENDMENT**

Amendments to these Articles of Incorporation may be proposed by a resolution adopted by majority vote of the Board of Directors and shall be subject to ratification and approval by two-thirds of the membership voting at any regular or special meeting in which a quorum is present, provided that written notice of such meeting containing the text of proposed amendments be furnished each member not less than ten days prior to such meeting.

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I, the undersigned, being the incorporator of this corporation, for the purpose of forming this not for profit charitable corporation under the laws of the State of Florida, have executed these Articles of Incorporation on March 3rd, 2004.

[Signature]
Daniel F. Andrews

STATE OF FLORIDA
COUNTY OF HIGHLANDS

THE FOREGOING Articles of Incorporation were acknowledged before me this 3rd day of March, 2004, by Daniel F. Andrews, who is personally known to me or presented his as identification.

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[Signature]
Printed Name: Terrill L Morris
Commission No.: DD 136144
Commission Expires: July 22, 2006
Notary Public, State of Florida at Large

ACCEPTANCE BY REGISTERED AGENT

HAVING BEEN NAMED to accept service of process for the above stated nonprofit corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provision of all statutes relative to the proper and complete performance of my duties.

DATED this 3rd day of March, 2004.

[Signature]
Daniel F. Andrews

STATE OF FLORIDA
COUNTY OF HIGHLANDS

THE FOREGOING Acceptance of Registered Agent was acknowledged before me this 3rd day of March, 2004, by Daniel F. Andrews, who is personally known to me or who has produced his as identification.



[Signature]
Printed Name: Terrill L Morris
Commission No.: DD 136144
Commission Expires: July 22, 2006
Notary Public, State of Florida at Large

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