

**ARTICLES OF INCORPORATION OF GULF COAST VELO, INC.**  
**a Florida Corporation Not-For-Profit**

The undersigned incorporator, for the purpose of forming a corporation not-for profit pursuant to the laws of the State of Florida, Florida Statutes, Chapter 617, hereby adopts the following Articles of Incorporation:

GULF COAST VELO, INC., a Florida Corporation, is a Social Club in the form of an amateur cycling club with a focus on promoting rider safety and health. This Club is being formed to administer the DECLARATION, and to perform the duties and exercise the powers pursuant to the DECLARATION, with these Articles of incorporation attached as an exhibit. All of the definitions contained in the DECLARATION shall apply to these Articles of Incorporation, and to the Bylaws of the Club.

**ARTICLE 1 - NAME AND ADDRESS**

The name of the corporation is "GULF COAST VELO, INC.", a Florida corporation not-for-profit, hereinafter referred to as the "CLUB". The address of the principal office and the mailing address of the corporation is: 597 Aston Woods Ct., Venice, Florida 34293.

**ARTICLE II – PURPOSE**

The purposes for which the CLUB is organized are as follows:

1. To operate as a corporation not-for-profit pursuant to Chapter 617 of the Florida Statutes.
2. To enforce and exercise the duties of the CLUB as provided in the DECLARATION.
3. To promote the health, education and community benefits of safe cycling.

**ARTICLE III - POWERS AND DUTIES**

The CLUB shall have the following powers and duties:

1. All of the common law and statutory powers of a corporation not-for profit under the laws of the State of Florida.
2. To administer, enforce, carry out and perform all of the facts, functions, rights and duties provided in, or contemplated by, the DECLARATION, including but not limited to, the following:
  - a. To register the CLUB and members of the CLUB to engage in cycling events including charities, races and other events related to rider education and development.
  - b. To develop and approve annual budgets
  - c. To enforce the provisions of the DECLARATION, these ARTICLES, and the BYLAWS.

- d. To employ personnel necessary to perform the obligations, services and duties required of or to be performed by the CLUB
- e. To purchase liability or property insurance policies as deemed beneficial to the CLUB.

#### ARTICLE IV – MEMBERS

1. The membership of the CLUB shall consist of all members who are in good standing and have paid their dues for the current year. Membership cannot be transferred to any individual or representative other than the dues paying member
2. On all matters upon which the membership shall be entitled to vote, there shall be only one vote for each member.
3. The BYLAWS shall provide for an annual meeting of the members of the CLUB and shall make provision for special meetings.

#### ARTICLE V - TERM OF EXISTENCE

The CLUB shall have perpetual existence.

#### ARTICLE VI – DIRECTORS

1. The business and affairs of the CLUB shall be managed by a BOARD which shall consist of (5) five but not less than three (3) directors, and which shall always be an odd number.
2. All of the duties and powers of the CLUB existing under the DECLARATION, these ARTICLES and the BYLAWS shall be exercised exclusively by the BOARD, its agents, contractors or employees, subject to approval by the members only when specifically required.
3. Directors may be removed and vacancies on the BOARD shall be filled in the manner provided by the BYLAWS.

#### ARTICLE VIII – OFFICERS

The officers of the CLUB shall be a president, vice-president, secretary, treasurer and Director-at -Large. The officers shall serve at the pleasure of the BOARD for a two-year term, and the BYLAWS may provide for the removal from office of officers, for filling vacancies, and for the duties of the officers.

#### ARTICLE IX INDEMNIFICATION

1. The CLUB shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or contemplated action, suit or proceeding, whether civil, criminal,

administrative or investigative (other than an action by or in the right of the CLUB) by reason of the fact that he is or was a director, employee, officer or agent of the CLUB, against expenses, (including attorneys' fees and appellate attorneys' fees) , judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with the action, suit or proceeding if he acted in good faith and in a manner he reasonably believed to be in, or not opposed to, the best interest of the CLUB; and with respect to any criminal action or proceeding, if he had no reasonable cause to believe his conduct was unlawful; except, that no indemnification shall be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable for gross negligence or willful misfeasance or malfeasance in the performance of his duty to the CLUB unless and only to the extent that the court in which the action or suit was brought shall determine, upon application, that despite the adjudication of liability, but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which the court shall deem proper. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, in and of itself, create a presumption that the person did not act in good faith and in a manner which he reasonably believed to be in, or not opposed to, the best interest of the CLUB; and with respect to any criminal action or proceeding, that he had no reasonable cause to believe that his conduct was unlawful.

2. The indemnification provided herein shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the laws of the State of Florida, any BYLAW, agreement, vote of members or otherwise; and as to action taken in an official capacity while holding office, shall continue as to a person who has ceased to be a director, officer, employee, or agent and shall inure to the benefit of the heirs, executors and administrators of such a person.

3. The CLUB shall have the power to purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the CLUB, or is or was serving at the request of the CLUB as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against any liability asserted against him and incurred by him in any such capacity, as arising out of his status as such, whether or not the CLUB would have the power to indemnify him against such liability under the provisions of this Article.

#### ARTICLE X – BYLAWS

The first BYLAWS shall be adopted by the BOARD and may be altered, amended or rescinded by the Directors and/or members in the manner provided by the BYLAWS.

#### ARTICLE XI – AMENDMENTS

Amendments to these ARTICLES shall be proposed and adopted in the following manner:

1. A majority of the BOARD shall adopt a resolution setting forth the proposed amendment and directing that it be submitted to a vote at a meeting of the members, which may be the annual or a special meeting.

2. Written notice setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each member entitled to vote thereon within the time and in the manner provided in the BYLAWS for the giving of notice of a meeting of the members. If the meeting is an annual meeting, the proposed amendment or such summary may be included in the notice such annual meeting.

3. At such meeting, a vote of the members entitled to vote thereon shall be taken on the proposed amendment. The proposed amendment shall be adopted upon receiving the affirmative vote of a majority of the votes of the voting membership attending the meeting.

4. Any number of amendments may be submitted to the members and voted upon by them at any one meeting.

5. If all of the directors and all of the members eligible to vote sign a written statement manifesting their intention that an amendment to the ARTICLES be adopted, then the amendment shall thereby be adopted as though the above requirements had been satisfied.

6. No amendment to these ARTICLES shall be made which discriminates against any member.

## ARTICLE XII

### INITIAL REGISTERED OFFICE ADDRESS AND NAME OF REGISTERED AGENT

The initial registered office of the CLUB shall be at 597 Aston Woods Ct., Venice, Florida 34293. The initial registered agent of the CLUB at that address is Mark B. Schiefer.

WHEREFORE, the incorporator, and the initial registered agent, have executed these ARTICLES on this \_\_\_ th day of \_\_\_\_\_, 2018.

VENICE VELO, INC. a Florida Corporation

By: \_\_\_\_\_, as President

Print Name: \_\_\_\_\_

HAVING BEEN NAMED as Registered Agent for the above Corporation at the office designated in the foregoing Articles of Incorporation, the undersigned accepts such designation and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

By: \_\_\_\_\_, as Registered Agent

Print Name: \_\_\_\_\_