

ARTICLES OF INCORPORATION

OF

ST. PETERSBURG BICYCLE CLUB, INCORPORATED (a corporation not for profit)

We, the undersigned, with other persons being desirous of forming a corporation for charitable and philanthropic purposes, under the provisions of Chapter 617 of the Florida Statutes, do agree to the following:

ARTICLE I. NAME

The name of this corporation is St. Petersburg Bicycle Club, Incorporated.

ARTICLE II. PURPOSES

The general nature of the objects and purposes of this corporation shall be to promote the general interests of bicycling in all its phases except for motorized units; to encourage and facilitate touring, meets, races, cycle outings; and all forms of recreational cycling activities; to defend and protect the rights of bicyclists; to secure better understanding and recognition of the need for safe riding conditions; to encourage the allocation of facilities for cycling on public lands; to advocate the registration of bicycles in the interest of safety, proper regulation, and recognition of the bicycle as a vehicle for pleasure, health, and economical transportation; to cooperate with public authorities in the observance of all traffic regulations; and to further the education of the public in the appreciation of cycling.

ARTICLE III. QUALIFICATION OF MEMBERS

The membership of this corporation shall constitute all persons hereinafter named as subscribers and such other persons as, from time to time hereafter, may become members in the manner provided in the by-laws.

**ARTICLE IV.
TERM OF EXISTENCE**

This corporation is to exist perpetually.

**ARTICLE V.
SUBSCRIBERS**

The names and residence addresses of the subscribers to these Articles are appended at the end of these Articles.

**ARTICLE VI.
OFFICERS**

Section 1. The officers of the corporation shall be a President, such number of Vice Presidents, a Secretary, a Treasurer, an Activities Coordinator, and such other officers as may be provided in the by-laws.

Section 2. The names of the persons who are to serve as officers of the corporation until the first meeting of the Board of Directors are:

Michael Kelly	2333 Burlington Avenue North St. Petersburg, Florida	Chairman of the Board of Directors - President
Willard Gibson	2501 Caesar Way South St. Petersburg, Florida	Vice-President
Margaret Kelly	2333 Burlington Avenue North St. Petersburg, Florida	Secretary
Thomas Black	9284 - 82nd Way North Seminole, Florida	Treasurer
Lydia Coggeshall	569 Chrystal Drive Madeira Beach, Florida	Activities Coordinator

Section 3. The officers shall be elected at the annual meeting of the Board of Directors or as provided in the by-laws.

**ARTICLE VII.
BOARD OF DIRECTORS**

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have nine (9) directors initially. The number of directors may be increased or decreased from time to time, by the by-laws, but shall never be less than three (3).

Section 2. The Board of Directors shall be members of the corporation.

Section 3. Members of the Board of Directors shall be elected and hold office in accordance with the by-laws.

Section 4. The names and addresses of the persons who are to serve as directors for the ensuing year, or until the first annual meeting of the corporation are:

Thomas Black	9284 - 82nd Way North Seminole, Florida	Director
Michael Kelly	2333 Burlington Avenue North St. Petersburg, Florida	Director
Margaret Kelly	2333 Burlington Avenue North St. Petersburg, Florida	Director
Robert Bauer	7634 - 33rd Avenue North St. Petersburg, Florida	Director
N. Alfred Winn	532 First Avenue North St. Petersburg, Florida	Director
Willard Gibson	2501 Caesar Way South St. Petersburg, Florida	Director
Sara Black	9284 - 82nd Way North Seminole, Florida	Director
W. Leslie Truby	2540 Granada Circle W. St. Petersburg, Florida	Director
Will Boyes	1318 - 49th Avenue N.E. St. Petersburg, Florida	Director

ARTICLE VIII.
BY-LAWS

Section 1. The Board of Directors of this corporation may provide such by-laws for the conduct of its business and the carrying out of its purposes as they may deem necessary from time to time.

Section 2. Upon proper notice the by-laws may be amended, altered or rescinded by a majority vote of those members of the Board of Directors present at a regular meeting or any special meeting called for that purpose.

Section 3. Amendments to the by-laws may be proposed by any member over 18 years of age and shall be incorporated into the by-laws by a majority vote of all those over 18 years of age present and voting on two successive meeting dates, between which meetings 28 or more days shall intervene.

ARTICLE IX.
AMENDMENTS

Section 1. These Articles of Incorporation may be amended at a special meeting of the membership called for that purpose by a two-thirds vote of those present and voting.

Section 2. Amendments may also be made at a regular meeting of the membership upon notice given, as provided by the by-laws, of intention to submit such amendments.

Section 3. Amendments to these articles may be proposed by any member over 18 years of age and shall be incorporated in the articles if approved by a two-thirds majority of those members over 18 years of age attending and voting at two successive meetings, between which meetings 28 or more days shall intervene.

ARTICLE X.
LOCATION

The location of this corporation shall be at P. O. Box 13143 in the City of St. Petersburg, County of Pinellas, State of Florida.

ARTICLE XI.
NONPROFIT STATUS

No part of the net earnings of the corporation shall inure to the benefit of any individual or member.

ARTICLE XII.
INDEBTEDNESS

The highest amount of indebtedness or liability to which the corporation may at any time subject itself shall never be greater than 75% of the value of the property of the corporation.

ARTICLE XIII.
POWERS

In order to promote the purposes of this corporation, it may acquire property by grant, gift, purchase, devise or bequest

and hold and dispose of such property as the corporation shall require for the benefit of the members and not for pecuniary profit.

ARTICLE XIV.
MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be held the second Monday in March of each year.

Section 2. The corporation may provide in its by-laws for the holding of additional regular meetings and any special meetings, and shall provide notice of all such meetings.

Section 3. 25% of the members shall constitute a quorum for holding of any meetings.

ARTICLE XV.
RECALL OF DIRECTORS

The entire Board of Directors, or any of them, may be recalled from office by a vote of 75% of the members attending and voting at two consecutive meetings held no less than 14 days called by written notice to the members specifically for the purpose of recalling directors named in such notice. New directors may be elected at the second meeting aforementioned.

IN WITNESS WHEREOF, we, the undersigned subscribing incorporators, have hereunto set our hands and seal, this March 17th, 1971, for the purpose of forming this corporation not for profit under the laws of the State of Florida.