

ARTICLES OF INCORPORATION
OF
SARASOTA MANATEE BICYCLE CLUB, INC.
Restated and amended

These Restated and Amended Articles of Incorporation with the Board of Directors proposed changes to the old language are noted as strike throughs and the proposed new language is shown as underlined text

ARTICLE I

NAME

The name of this corporation is SARASOTA MANATEE BICYCLE CLUB, INC.

ARTICLE II

PURPOSES

The aim of this organization shall be to promote bicycling in the Sarasota and Manatee County areas for physical fitness and good health, recreation and transportation; to assist bicyclists in developing safe and effective riding techniques and skills; to educate the general public in matters of bicycle safety; to secure better understanding and recognition of the need for safer cycling conditions; to encourage the Authorities to analyze the cause of accidents involving cyclists and implement measures to improve safety; to encourage the allocation of facilities for cycling on public lands; to advocate the extension of The Legacy Trail and to encourage the Authorities to seek to implement further off road trails; to cooperate with the public authorities in the observance of all traffic regulations; to promote the recognition of the bicycle as a vehicle used for pleasure, health, and economical transportation; and to encourage the sport of cycling.

ARTICLE III

QUALIFICATION OF MEMBERS

Any ~~natural~~ person subscribing to the purposes of this corporation shall be eligible for membership in the corporation, and shall be admitted as provided in the bylaws.

ARTICLE IV

TERM OF EXISTENCE

This corporation is to exist perpetually.

Note: Articles 5 and 6 have been reversed to be more logical.

ARTICLE V

BOARD OF DIRECTORS

Section 1. The business affairs of this corporation shall be managed by the Board of Directors. This corporation shall have twelve (12) directors ~~initially~~. The number of directors may be increased or decreased from time to time by the bylaws, but shall never be less than ~~three (3)~~ seven (7).

Section 2. Members of the Board of Directors shall be members of the corporation. All Members of the Board of Directors shall be elected and hold office in accordance with the bylaws. All members of the Board of Directors shall be individuals competent as required ~~to contract~~ under the laws of Florida.

ARTICLE VI

OFFICERS

Section 1. The Officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be provided in the bylaws.

Section 2. ~~The officers shall be elected at the first regular meeting of the Board of Directors, in each fiscal year or as provided in the bylaws.~~ The officers shall be elected at a meeting of the Board of Directors immediately following the announcement of the election of Directors at the annual member meeting in January of every year.

ARTICLE VII

BYLAWS

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

Section 2. The bylaws may be amended, altered or rescinded by a ~~majority~~ two thirds (2/3) vote of those members of the Board of Directors present at a regular meeting or any special meeting called for that purpose.

Note: The Articles give members the power to propose amendments to the bylaws.

Section 3. Amendments to the bylaws may be proposed by any voting member and shall be incorporated into the bylaws by a majority two thirds (2/3) vote of all voting members present at an annual meeting or any special meeting of the membership called for that purpose, provided that notice is given ~~as provided~~ in accordance with the bylaws of intention to submit such amendments at the annual meeting or a special meeting.

ARTICLE VIII

AMENDMENTS TO THE ARTICLES

Note Sections 1 and 2 in current articles have been combined

~~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 voting members present.

Section 1. These Articles may be amended by a proposal from the Board of Directors and passed by two-thirds (2/3) vote of a quorum of the active members provided notice is given in accordance with the bylaws of the intention to submit such amendments. Results will be published.

~~Section 2.~~ Amendments may also be made at any annual meeting of the membership by a two-thirds vote of those voting members present, provided that notice is given as provided in the bylaws of intention to submit such amendments.

Section 2. These Articles may also be amended by a proposal from an active member by giving written notice of the proposed amendment to the Board of Directors and passed by two-thirds (2/3) vote of a quorum of the active members provided notice is given in accordance with the bylaws of the intention to submit such amendments. Results will be published.

~~Section 3.~~ Amendments to these Articles may be proposed by any voting member and shall be incorporated in these Articles if approved as provided in Section 1 and 2 of this Article.

ARTICLE IX

NONPROFIT STATUS

~~No part of the income of this corporation shall inure to the benefit of any individual, director, officer or member. No shares of stock shall be issued and no dividends shall be paid.~~

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the

corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II.

ARTICLE X

POWERS

This corporation shall have all the powers granted corporations not for profit under the laws of the State of Florida. However, notwithstanding anything herein to the contrary, the corporation shall exercise only such powers as are in furtherance of the exempt purposes of organizations set forth in the subsection of Section 501(c) of the internal Revenue Code of 1986 under which the corporation chooses to qualify for exemption, as the same now exists or may be hereafter amended.

ARTICLE XI

MEETINGS

Section 1. The annual meeting for the election of members of the Board of Directors shall be held the second Wednesday in January of each year. Board of Directors election results will be announced.

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

Section 3. ~~Twenty-Five percent (25%)~~ Ten percent (10%) of the members shall constitute a quorum for the holding of any general meeting of the membership.

ARTICLE XII

RECALL OF DIRECTORS

The entire Board of Directors, or any of them, may be recalled removed from office by a vote of seventy-five percent (75%) of the members attending and voting at two consecutive meetings held no less than fourteen (14) days apart and 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 of such meetings.

ARTICLE XIII

DISSOLUTION

In the event of dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property or proceeds, and the balance of all money and other property received by the corporation from any source, after the payment of all

debts and obligations of the corporation, shall be used or distributed exclusively for exempt purposes contemplated by Section 501 (c) of the Internal Revenue Code of 1986 as it now exists or as it may hereafter be amended.

IN WITNESS WHEREOF, the undersigned officers of SARASOTA MANATEE BICYCLE CLUB, INC., have executed these Articles of Amendment on the day of , 2019.

PRESIDENT

VICE PRESIDENT

SECRETARY

STATE OF FLORIDA, COUNTY OF SARASOTA

The foregoing instrument was acknowledged before me this day of 2019
by

NOTARY PUBLIC