

ARTICLES OF INCORPORATION
OF

JACK THE BIKE MAN, INC.
A Florida Corporation Not for Profit

I, THORNTON M. HENRY, the undersigned, as Incorporator, hereby form a charitable corporation under and by virtue of the provisions of Chapter 617 of the Florida Statutes, which Articles of the corporation shall now in their entirety provide as follows:

ARTICLE I

Name

The name of this corporation shall be JACK THE BIKE MAN, INC.

ARTICLE II

Initial Registered Office and Agent,
Principal Office and Mailing Address

The initial mailing address and principal office of this corporation shall be located at 534 41st Street, West Palm Beach, FL 33407. The name of the initial Registered Agent of this corporation shall be Jones Foster Service, LLC at 505 South Flagler Drive, Suite 1100, West Palm Beach, Florida 33401.

ARTICLE III

Purposes and Powers

The corporation shall not provide for pecuniary gain or profit to its members. The principal purpose for which it is formed is to receive and administer funds for the purpose of providing education, guidance and training to at-risk children of migrant workers and their parents, and to give hope with skills that will assist them in their transition to a new life in the United States of America through bicycle programs and other projects, and other purposes related to the foregoing, including the possibility of making distributions to organizations that qualify as exempt organizations under Section 501 (c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future law of the Internal Revenue Service or Department of Treasury).

With after-school programs like bicycle repair and maintenance, supported by counselors providing language-comprehension classes, social conduct guidance, emotional support as well as a mentoring program provided by volunteers, the children learn responsibility, family values, honesty, trust and self-esteem. They become productive members of our society, less inclined to become involved with gang activities.

The corporation shall have the power to acquire by gift, devise, bequest, purchase, lease or otherwise, and to hold, own, occupy, use, manage, improve, develop, maintain, lease, sell, mortgage, transfer, invest in or reinvest in, or otherwise deal with any real or personal property (tangible or intangible) of whatever kind and description and wherever situated, or with any estate or interest, legal or equitable, in the property, to borrow money and to make, accept, endorse, execute and issue promissory notes and other obligations in payment for property

acquired or money borrowed; and to do all such other acts as are necessary or convenient to carry out the purposes set forth in these Articles.

Final control of and responsibility for the receipt, management and distribution of all funds by the corporation shall rest with the Voting Members who shall, among other duties, ensure that the corporation shall not be subject to tax under Section 4942 of the Internal Revenue Code.

No substantial part of the activities of the corporation shall be attempting to influence legislation by propaganda or otherwise, except that the corporation may make the election provided for in Section 501(h) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law) with respect to influencing legislation, and, only if it so elects, may make lobbying or grassroots expenditures that do not normally exceed the ceiling amounts prescribed by Section 501(h)(2)(B) and (D) of the United States Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue law).

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on:

A. by a corporation exempt from Federal income tax under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or

B. by a corporation, contributions to which are deductible under Section 170 (c) (2) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law); or

C. by a corporation formed pursuant to Chapter 617, Florida Statutes, with particular reference to Florida Statutes 617.0105 dealing with the prohibited activities of private foundations.

ARTICLE IV

Limitations on the Disposition of Corporate Assets and Net Earnings

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 payments and distributions in furtherance of the purposes set forth in Article III, supra.

ARTICLE V

Dissolution

Upon the dissolution of the corporation, the Voting Members shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable or educational purposes as shall at that time qualify as an exempt organization or organizations under Section 501(c) (3) of the United States Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as a majority of the Voting Members shall determine. Any of such assets not so disposed of shall be disposed of by

the Circuit Court of Palm Beach County, Florida, exclusively for such purposes or to such organization or organizations which are organized and operated exclusively for such purposes.

ARTICLE VI

Qualification of Members

The Members shall consist of Voting Members, and may include and Non-Voting Members. The initial Voting Members shall be SAMUEL HENRY HARISTON, III, LOUIS A. LARA and ROBERT NEWBOLD. There shall at all times be at least one (1) Voting Member and always an odd number of Voting Members who shall elect Directors by majority vote. A majority of the Voting Members may elect other Voting Members and Non-Voting Members by majority vote of the Voting Members, but if no successive Voting Members have been elected, then if all Voting Members cease acting, the Non-Voting Members shall become Voting Members. The number, qualification and manner of admission of the Members from time to time shall be as provided in the By-Laws.

ARTICLE VII

Term of Existence

This corporation shall have perpetual existence.

ARTICLE VIII

Names and Addresses of the Incorporator

The name and address of the Incorporator is:

THORNTON M. HENRY
505 S. Flagler Drive, Suite 1100
West Palm Beach, FL 33401

ARTICLE IXOfficers and Times of Their Election

The Voting Members, by majority vote, shall choose annually, to manage the affairs of the corporation, subject to the control of the Voting Members, the following officers: a President, one or more Vice Presidents, a Secretary, a Treasurer, and/or a Secretary/Treasurer, and such other officers as the Voting Members may deem advisable or necessary. The President must also be a Director. Each of such officers shall hold office until the next annual election or until his successor is chosen and qualified.

ARTICLE XBoard of Directors

The number of Directors of the corporation shall not be less than three (3) nor more than nineteen (19). The Directors shall be elected by majority vote of the Voting Members. The method of election of the Directors shall be as provided in the By-Laws. The initial Board of Directors shall be those three individuals listed in Article VI.

ARTICLE XIBy-Laws

The first By-Laws shall be made by the Voting Members. All alterations or revisions of the By-Laws shall be made by a majority vote of the Voting Members at any regular or special meeting duly called and held for that purpose in accordance with the By-Laws.

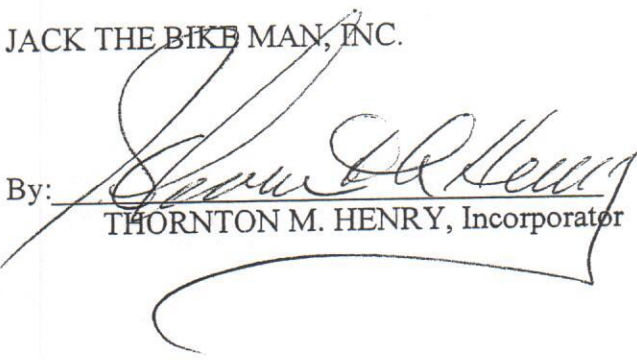
ARTICLE XII

Amendments to Articles of Incorporation

The Articles of Incorporation may be amended from time to time by resolution of a majority of the Voting Members at any regular meeting or at any special meeting duly called for that purpose. The resolution shall be certified to be correct by the Chairman of the Voting Members and the Secretary and filed in the Office of the Secretary of State, State of Florida.

IN WITNESS WHEREOF, the undersigned Incorporator THORNTON M. HENRY has executed these Amended and Restated Articles of Incorporation this 18 day of July, 2007.

JACK THE BIKE MAN, INC.

By: 

THORNTON M. HENRY, Incorporator

CERTIFICATE DESIGNATING PLACE OF BUSINESS
OR DOMICILE FOR THE SERVICE OF PROCESS WITHIN
THIS STATE, NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

In pursuance of Chapter 48.091, Florida Statutes, the following is submitted in compliance with said Act:

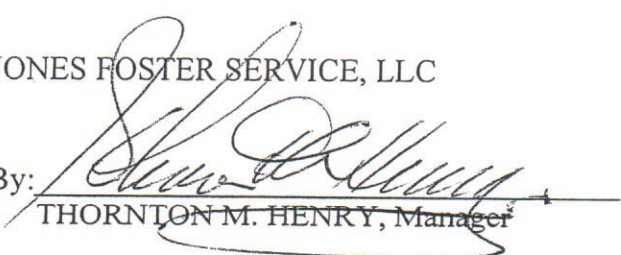
That JACK THE BIKE MAN, INC., desiring to organize under the laws of the State of Florida as a corporation not for profit, with its Registered Office as indicated in the Articles of Incorporation at 505 S. Flagler Drive, Suite 1100, West Palm Beach, FL 33401, has named Jones Foster Service, LLC as its Registered Agent to accept service of process within this state.

ACKNOWLEDGMENT:

Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

JONES FOSTER SERVICE, LLC

By:


THORNTON M. HENRY, Manager