

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

DEC 30 1981



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
RIVERSIDE BICYCLE CLUB, INC.

11123-19
**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

DEC 30 1981

MARCH FONG EU, Secretary of State
By **BILL HOLDEN**
Deputy

I

The name of this corporation is RIVERSIDE BICYCLE CLUB, INC.

II

A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. The specific purposes of this corporation are:

(1) To cultivate, encourage, promote, and stimulate interest and participation in bicycling for recreation, competition, touring, and transportation.

(2) To promote the social and physical welfare of its members by providing opportunities for bicycle racing, touring, recreation, and related activities.

(3) To promote the highest standards of courtesy and safety in bicycling.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(7) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

III

The name and address in the State of California of the corporation's initial agent for service of process are:

JOHN POOLE
5939 Paramount Drive
Riverside, CA 92509

IV

The name of the unincorporated association which is being incorporated is the RIVERSIDE BICYCLE CLUB.

V

The unincorporated association whose name is set forth in Article IV of these Articles of Incorporation is being incorporated by the filing of these Articles.

VI

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 hereof. Upon the dissolution of the corporation, the Board of Directors 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 charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding

provision of any future United States Internal Revenue Law), as the Board of Directors shall determine.

IN WITNESS HEREOF, the undersigned, being the incorporators of RIVERSIDE BICYCLE CLUB, INC., have executed these Articles of Incorporation on December 28, 1981.

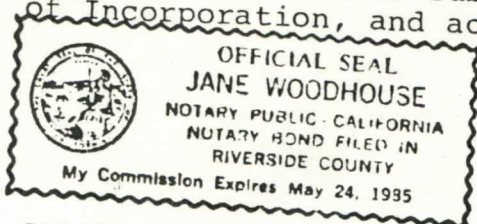
George Wells
GEORGE WELLS, Incorporator

John Poole
JOHN POOLE, Incorporator

ACKNOWLEDGEMENT

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) ss.

On this 28th day of December, 1981, before me, the undersigned, a notary public for the State of California, personally appeared JOHN POOLE, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he executed the same.



Jane Woodhouse
Notary Public in and for
said County and State

STATE OF CALIFORNIA)
COUNTY OF RIVERSIDE) ss.

On this 28th day of December, 1981, before me, the undersigned, a notary public for the State of California, personally appeared GEORGE WELLS, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he executed the same.



Frances M. Scott
Notary Public in and for
said County and State

AFFIDAVIT

STATE OF CALIFORNIA)
) ss.
COUNTY OF RIVERSIDE)

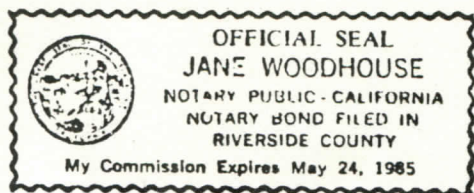
JOHN POOLE, being duly sworn, deposes
and says:

That he is an officer of the RIVERSIDE
BICYCLE CLUB, the unincorporated association specified
in the foregoing Articles of Incorporation, and that
the incorporation of said association by means of the
foregoing Articles of Incorporation to which this
Affidavit is attached has been approved by the association
in accordance with its rules and procedures.

John Poole

JOHN POOLE, Secretary

Subscribed and sworn to before me this 28th day
of December, 1981.



Jane Woodhouse
Notary Public in and for
said County and State

AFFIDAVIT

STATE OF CALIFORNIA)
) ss.
COUNTY OF RIVERSIDE)

GEORGE WELLS, being duly sworn, deposes
and says:

That he is an officer of the RIVERSIDE
BICYCLE CLUB, the unincorporated association specified
in the foregoing Articles of Incorporation, and that
the incorporation of said association by means of the
foregoing Articles of Incorporation to which this
Affidavit is attached has been approved by the association
in accordance with its rules and procedures.

George Wells
GEORGE WELLS, President

Subscribed and sworn to before me this 28th day
of December, 1981.



Frances M. Scott
Notary Public in and
for said County and State