

CERTIFICATE OF INCORPORATION  
OF

TEAM WHINER, INC.

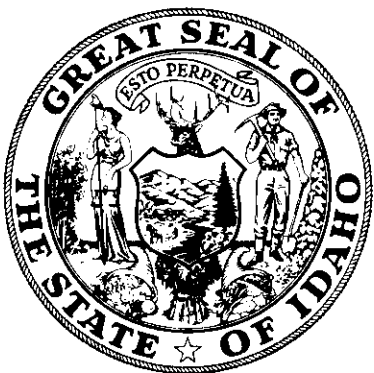
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

TEAM WHINER, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 8, 1984.



SECRETARY OF STATE

\_\_\_\_\_  
Corporation Clerk

ARTICLES OF INCORPORATION  
OF

TEAM WHINER, Inc.

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This is to certify that we, the undersigned, all being of full legal age, and residents of the State of Idaho, do hereby associate ourselves for the purpose of forming a nonprofit corporation under and by virtue of Chapter 10, Title 30 of the Idaho Code, and further certify that:

ARTICLE I

The name of the Corporation is and shall be Team Whiner, Inc.

ARTICLE II

The duration of this Corporation is perpetual.

ARTICLE III

The location and principal place of business of this Corporation shall be in the City of Caldwell, County of Canyon, State of Idaho.

ARTICLE IV

The registered agent of this Corporation shall be Richard C. Bouvia, Rt 3 Box 417, Caldwell, Idaho 83605. The registered office address for this Corporation shall be Rt 3 Box 417, Caldwell, Idaho.

ARTICLE V

The purposes for which the Corporation is organized are:

a) This organization is organized and operated exclusively for the purposes of the advancement of motorcycle racing and related events and generally to engage in any kind of activity, do all things, perform all acts and exercise all powers conferred upon corporations not for profit by the laws of this state, consistent with the public interest and the interest of motorcycle racing, and necessary, incidental or appropriate to the furtherance of the purposes first set forth herein.

b) The Corporation is dedicated to, and operated exclusively for, nonprofit purposes, and no part of the income or assets of the Corporation shall be distributed to, nor inure to the benefit of any individual.

ARTICLE VI

The Corporation is empowered:

A) To buy, own, sell convey, sign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate any improvements thereon necessary or incident to its purposes.

b) To do and perform all acts reasonably necessary to accomplish the purposes of the Corporation, including promoting or contracting to publish any newspaper, newsletter or educational material, providing any educational or beneficial program for the cycling public, cycling organizations and their members consistent with the purposes of the Corporation.

#### ARTICLES VII

The number of directors of the Corporation shall be three(3) and shall be elected by the members of the Corporation from the membership. The directors of the Corporation must at all times, be members of the Corporation. No nonmember to the Corporation may sit as a director. The original directors are as follows:

##### NAME

Richard C Bouvia

Donnie Maude

Jon White

The directors shall serve without compensation.

The rights and interest of all members shall be equal, and no member can have or acquire a greater interest therein than any other member. This Corporation shall not issue any capital stock, but shall issue membership certificates to each member thereof, which certificates cannot be assigned so that the transferee thereof can by such transfer become a member of the association, except by resolution of the Board of Directors and under such regulations as the By-Laws may prescribe.

Membership in the Corporation shall, at all times, be limited to individuals or entities who are motorcyclists in the State of Idaho.

The Officers of the Corporation, as provided by the By-Laws of the Corporation, shall be elected by the Directors of the Corporation, in the manner therein set out, and shall serve until their successors are elected and have qualified. The directors shall elect the regular officers of the Corporation at the annual meeting, for terms of one year. The Secretary and treasurer may be one and the same person, and need not be a director of the Corporation. Other officers must be directors of the Corporation.

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The annual meeting of the Corporation shall be held during the month of November in Caldwell, Idaho, of each year on the date fixed by the president of the Corporation.

#### ARTICLE VIII

By Laws of the Corporation may be adopted by the directors at any regular meeting or at any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles or the laws of the State of Idaho.

Signed by the incorporators this 2nd day of November 1984.

Richard Rouvin  
Richard C. Bouviã

Rt 3 Box 417  
Caldwell, Id 83605  
Address

Dom Maude  
Domie Maude

510 W. Bowler  
Caldwell, Id 83605  
Address

John White  
Jon White

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Address