

CERTIFICATE OF INCORPORATION
OF

IDAHO FREESTYLE ASSOCIATION, 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 _____

IDAHO FREESTYLE ASSOCIATION, 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 August 1, 19 84



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

AUG 1 8 56 AM '84

SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
IDAHO FREESTYLE ASSOCIATION, INC.

THE UNDERSIGNED, being a natural person of full age, legally competent to enter into contracts, and a citizen of the United States of America, for the purpose of forming a nonprofit corporation under the provisions of Title 30, Chapter 3, Idaho Code, does hereby adopt the following Articles of Incorporation:

ARTICLE I - NAME.

The name of this corporation shall be:

IDAHO FREESTYLE ASSOCIATION, INC.

ARTICLE II - REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation, and the name of its initial registered agent at such address are as follows:

5440 Franklin Road, Suite 101, Boise, Idaho 83705

Agent: Dwight F. Bickel

ARTICLE III - PURPOSES

The nature, objects, purposes, and powers of this corporation are as follows:

1. The objects and purposes of this corporation are to encourage, promote, and assist in the development of the sport of BMX bicycle freestyle riding for the pleasure, recreation, and happiness of its Members; to encourage and promote competitions, exhibitions, and displays of BMX bicycle freestyle riding for the recreation and enjoyment of its Members and of the general public; and to cooperate with other national or regional associations and corporations having similar objects and purposes.

2. This corporation is a nonprofit corporation, as such term is defined in §30-305, Idaho Code. It does not contemplate pecuniary gain or profit, and no part of its income or property shall at any time be distributable to its members, directors, or officers (provided, however, this provision shall not be construed to prohibit the payment of reasonable compensation for services actually rendered for the benefit of the corporation, nor to prohibit the conferring of benefits upon the corporation's Members in conformity with its purposes).

3. This corporation shall have all of the powers and authority granted by the Idaho Nonprofit Corporation Act, and all other powers authorized or permitted to nonprofit corporations by the laws of the State of Idaho, as the same may be in effect from time to time.

ARTICLE IV - MEMBERS

1. This corporation shall have Members, whose qualifications, manner of election to membership, rights, privileges, and voting rights shall be as provided in the By-Laws so long as not inconsistent with the following:

A. There shall be two classes of Membership: Sponsoring Members and Participating Members. A Sponsoring Member may be a person, or a corporation, partnership, or other entity. A Participating Member may only be a person. In order to be eligible for membership as a Sponsoring Member, an applicant must have made a contribution to the corporation in the form of money, property, or services, to assist the corporation in the accomplishment of its purposes and objectives, in such amount or amounts, and at such time or times, as may be provided in the By-Laws. All Members other than Sponsoring Members shall be Participating Members.

B. Only Sponsoring Members shall have voting rights. Each Sponsoring Member shall have one vote upon any matter to be voted upon at any membership meeting.

2. Meetings of the members shall be held at such places and times as may be provided in the bylaws, and may also be held in any manner prescribed or permitted by §30-310, Idaho Code. The Sponsoring Members actually present at any duly called membership meeting shall constitute a quorum, regardless of their number, and may transact any matter of business permitted to be transacted at a membership meeting of a nonprofit corporation. Participating Members shall have the right to notice of all membership meetings, and may attend and participate in all membership meetings even though not entitled to vote at any such meeting.

ARTICLE V - BOARD OF DIRECTORS

The affairs of this corporation shall be managed by a Board of Directors, who need not be residents of the State of Idaho but must be Members of the corporation. Directors shall be elected at each regular annual membership meeting. The number of Directors, and their qualifications, shall be as prescribed in the By-Laws. The initial Board of Directors of the corporation, who shall serve until the first annual election of Directors, shall consist of the following two (2) persons:

Dwight F. Bickel
2044 Goldking Way
Boise, Idaho 83709

Cynthia A. Bickel
2044 Goldking Way
Boise, Idaho 83709

ARTICLE VI - OFFICERS

The officers of this corporation shall be elected by the Board of Directors and shall serve for such terms of office as may be designated by the Board of Directors. The officers of this corporation shall be a president, one or more vice-presidents, a secretary, a treasurer, and any other officers or assistant officers as may be elected or appointed by the Board of Directors. Except for the office of President, more than one office may be held by one person. The time and manner of election of officers, and their respective authority and duties, shall be as set forth in the By-Laws, or as may be determined by resolution of the Board of Directors not inconsistent with the By-Laws.

ARTICLE VII - BY-LAWS

The Board of Directors is authorized to adopt, amend, and repeal By-Laws of the corporation, and to provide in such By-Laws for any matter which may lawfully be governed by the By-Laws of a nonprofit corporation under the laws of the State of Idaho.

ARTICLE VIII - DURATION

The duration of this corporation shall be perpetual.

ARTICLE IX - DISSOLUTION

1. This corporation shall be dissolved upon the affirmative vote of seventy-five per cent (75%) of the Sponsoring Members present and voting at any membership meeting, provided written notice was given to each Sponsoring Member at such Member's most recent address as shown on the books and records of the corporation, not less than ten (10) days before the date of the meeting, stating that the question of dissolution of the corporation was proposed to be voted upon at such meeting.

2. In event of dissolution of the corporation, all of its property and assets, after payment of all debts and liabilities, shall be distributed to one or more nonprofit corporations, to be selected by the Board of Directors, whose purposes and objectives are deemed by the Board of Directors to be most consistent with the purposes and objectives of this corporation. None of the property or assets of this corporation

shall, upon dissolution, be distributed to the Members of this corporation of any class.

ARTICLE X - AMENDMENT

These Articles of Incorporation may be amended by vote of two-thirds (2/3) of the Sponsoring Members present and voting at any annual membership meeting, or any special membership meeting called for such purpose.

ARTICLE XI - DUES AND ASSESSMENTS

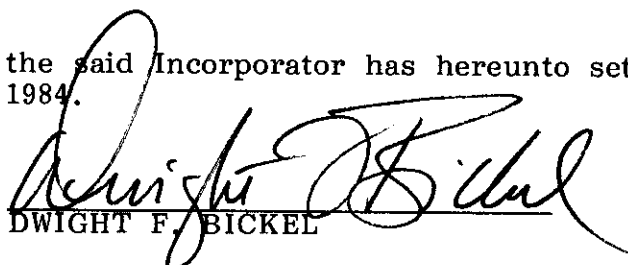
Members may at the discretion of the Board of Directors be required to pay dues as a condition to active membership in the corporation. The amount of such dues, and the time of payment and manner of collection thereof shall be fixed by the Board of Directors from time to time. No Member shall be subject to assessments for the payment of any money to the corporation for any purpose, and the sole consequence of non-payment of dues shall be forfeiture of membership.

ARTICLE XII - INCORPORATOR

The name of the incorporator of this corporation, and his post office address, are as follows:

Dwight F. Bickel
Post Office Box 7943
Boise, Idaho 83707

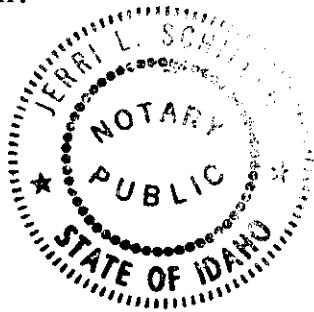
IN WITNESS WHEREOF, the said Incorporator has hereunto set his hand on the 30 day of July, 1984.


DWIGHT F. BICKEL

STATE OF IDAHO)
)ss.
COUNTY OF ADA)

On this 30 day of July, 1984, before me, the undersigned, a Notary Public in and for said State, personally appeared DWIGHT F. BICKEL, known or identified to me to be the person whose name is subscribed to the foregoing instrument, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal, on the day and year in this certificate first above written.



Jerri L. Scheller
Notary Public for Idaho
Residing at Boise, Idaho