

FILED EFFECTIVE**AMENDED AND RESTATED ARTICLES OF INCORPORATION**

2017 MAR 24 AM 9:35

OF**POCATELLO PIONEERS CYCLING CLUB, INC.**SECRETARY OF STATE
STATE OF IDAHO

The undersigned officer hereby certifies that the directors of the Pocatello Pioneers Cycling, Inc. ("Corporation"), pursuant to the applicable provisions of the Idaho Nonprofit Corporation Act ("Act"), adopted the following Amended and Restated Articles of Incorporation for the Corporation:

1. **NAME**: The name of the Corporation is POCATELLO PIONEERS CYCLING, INC.
2. **NONPROFIT**: This is a nonprofit corporation.
3. **DURATION**: The duration of the Corporation shall be perpetual.
4. **PURPOSES**: The purposes to be promoted or carried out by the Corporation are as follows:

A. To establish and operate a nonprofit corporation organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time;

B. To improve the health and promote the social welfare of youth in Southeastern Idaho by sponsoring nonprofit youth cycling activities and events for young cyclists of all ages, backgrounds and abilities, promoting the health benefits of cycling with youth in Southeastern Idaho, and promoting safe cycling of youth in Southeastern Idaho; and

C. To make grants, gifts, or distributions to other tax exempt organizations under the Internal Revenue Code of 1986, as amended from time to time, whose nonprofit, charitable and/or educational purposes improve the health and social welfare of youth in Southeastern Idaho; and

D. To perform all things incidental to, or appropriate in, the achievement of its specific and primary charitable and educational purposes, including receiving, administering, and expending public or private funds for such purposes.

5. **POWERS**: The Corporation shall be authorized to do any and all acts and things, and to exercise any and all powers which it may now or hereafter may be lawful for the corporation to do or exercise under the Act to accomplish any of the purposes enumerated in

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Paragraph 4 hereof. Notwithstanding any of the provisions enumerated herein, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

6. **LIMITATIONS:** No part of the net earnings or the assets of the corporation shall inure to the benefit of, or be distributable to, its 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 Paragraph 4 hereof. No substantial part of the activities of the corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

7. **MEMBERSHIP:** The Corporation shall not have members.

8. **REGISTERED OFFICE AND AGENT:** The address of the initial registered office of the corporation is 505 Pershing, Suite 100, Pocatello, Idaho 83201, and the name of the initial registered agent of the corporation is Eric L. Olsen.

9. **BY LAWS:** Provisions for the regulation of the internal affairs of the corporation shall be set forth in By Laws of the corporation as may be adopted by its incorporator or the initial board of directors.

10. **ELECTION OF DIRECTORS:** Directors of the corporation shall be appointed and/or elected in the manner provided by the By Laws.

11. **INITIAL DIRECTORS:** The number of directors constituting the initial Board of Directors shall be five (or as subsequently provided in the By Laws), and the names and addresses of the persons who are to serve as directors until the first meeting of the corporation or until their successors are elected and qualified are:

Name	Street Address	City or Town
Shannon Dixon	1352 Winchester Dr.	Pocatello, ID 83201
Troy Gardner	2150 S. Fairway	Pocatello, ID 83201
Dan Van Washenova	432 S. 11 th Avenue	Pocatello, ID 83201
Eric L. Olsen	9604 W. Pocatello Cr. Rd.	Pocatello, ID 83201

12. **INCORPORATOR:** The name and address of the incorporator is:

Name	Street Address	City or Town
Eric L. Olsen	505 Pershing, Suite 100	Pocatello, ID 83201

13. **DISSOLUTION:** Upon the termination, dissolution, or winding up of the corporation in any manner or for any reason, as provided in 30-30-1001 through 30-30-1006 of the Act, its assets, if any, remaining after payment (or provision for payment) of all liabilities of the corporation, shall be returned per the terms of any conditional grant or conveyance, or distributed or used exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code as the same now exists or as it may be amended from time to time. Any such assets not so disposed shall be disposed of by a Court of Competent Jurisdiction of the State of Idaho, exclusively for such purposes or to such organization or organizations, as said Court shall determine, consistent with any specific designation placed on any such assets or funds.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation in duplicate this 23rd day of March, 2017.


ERIC L. OLSEN, Director/Secretary

IDAHO SECRETARY OF STATE

03/24/2017 05:00

CK:PREPAID CT:270654 BH:1575370

1@ 30.00 = 30.00 NON PROF A #2

1@ 20.00 = 20.00 EXPEDITE C #3

STATE OF IDAHO)
 : ss
County of Bannock)

On this 23rd day of March, 2017, before me, the undersigned, a Notary Public in and for said State, personally appeared ERIC L. OLSEN, known to me to be the person whose name is subscribed to the foregoing and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year first above written.



Monica Sanada
NOTARY PUBLIC FOR IDAHO,
Residing at: Bannock County, ID
My Commission Expires: June 27, 2020