

CERTIFICATE OF INCORPORATION
OF

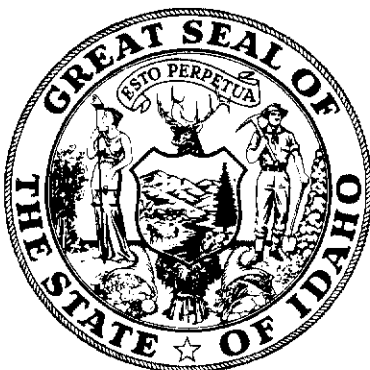
COEUR D'ALENE CYCLING CLUB, INC.

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 COEUR D'ALENE
CYCLING CLUB, 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 March 23, 19 87.



Pete T. Cenarrusa
SECRETARY OF STATE

Corporation Clerk

ARTICLES OF INCORPORATION

OF

COEUR D'ALENE CYCLING CLUB, INC.

A Non-Profit Corporation

The undersigned Incorporators, desiring to form a non-profit corporation pursuant to the provisions of the Idaho Business Corporation Act, adopt the following Articles of Incorporation:

ARTICLE ONE: The name of the corporation is COEUR D'ALENE CYCLING CLUB, INC.

ARTICLE TWO: This corporation is not organized for pecuniary profit. It shall not have any power to issue certificates of stock or declare dividends, and no part of its income shall be distributed to its officers or directors.

ARTICLE THREE: The period of duration of the corporation is perpetual.

ARTICLE FOUR: This corporation is organized for the purpose of promoting cycling.

ARTICLE FIVE: Any person may become a member of this corporation by agreeing to comply with and be bound by these Articles of Incorporation and by the By-Laws, together with any amendments thereto as may be from time to time adopted.

ARTICLE SIX: The affairs of the corporation shall be conducted by a Board of Directors. The qualifications for the

directors shall be set forth in the corporation's By-Laws. The Board shall consist of three (3) persons. The Board may delegate authority of conducting business to its various committees.

Directors of the corporation shall be elected in the manner provided by the By-Laws.

The number of persons who make up the Board of Directors can be changed by enactment of the provisions in the corporation's By-Laws.

ARTICLE SEVEN: The street address of the corporation's initial registered office is:

Coeur d'Alene Cycling Club, Inc.
117 N. 4th
Coeur d'Alene, Idaho 83814

The name of the corporation's initial registered agent is:
Michael Morgan, 117 N. 4th, Coeur d'Alene, Idaho 83814.

ARTICLE EIGHT: The names and addresses of the corporation's initial Board of Directors are:

William J. Douglas
12290 Emerald Drive
Hayden, Idaho 83835

Timothy Bergsten
1307 Hanley
Coeur d'Alene, Idaho 83814

Michael Morgan
117 N. 4th
Coeur d'Alene, Idaho 83814

Peggy Albertson
2195 Ironwood Ct.
Coeur d'Alene, Idaho 83814

Gary Bartoo
1200 Ironwood Dr.
Coeur d'Alene, Idaho 83814

ARTICLE NINE: The names and addresses of the Incorporators
are:

William J. Douglas
12290 Emerald Drive
Hayden, Idaho 83835

David Candia
940 Ironwood Drive
Coeur d'Alene, Idaho 83814


Michael Morgan
117 N. 4th
Coeur d'Alene, Idaho 83814

ARTICLE TEN: In the event of dissolution of the Corporation,
no member, officer, or director shall be entitled to any
distribution or division of its remaining property or its proceeds,
and the balance of all money and other property received by
the Corporation from any source, after the payment of all debts
and obligations of the Corporation shall be used or distributed
under the Internal Revenue Code as the same now exists or as it
may be amended from time to time.

DATED this 20th day of March, 1987.


WILLIAM J. DOUGLAS, Incorporator


DAVID CANDIA, Incorporator


MICHAEL MORGAN, Incorporator