



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

TWIN RIVERS CYCLISTS, 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 **TWIN RIVERS
CYCLISTS, 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 December 15, 1987.



Pete T. Cenarrusa
SECRETARY OF STATE

Joede Mantey
Corporation Clerk

ARTICLES OF INCORPORATION FOR TWIN RIVERS CYCLISTS, INC.

A Nonprofit Corporation

RECEIVED
SEC. OF STATE

Article One. The name of this corporation shall be **Twin Rivers Cyclists, INC.**

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Article Two. This corporation is a nonprofit corporation.

Article Three. The duration of this corporation shall be perpetual.

Article Four. The purpose for which this corporation is organized is to promote and to support education, social, and athletic bicycle activities in the Lewiston, Idaho and Clarkston, Washington area.

Article Five. The management of the affairs of this corporation shall be conducted by its board of directors whose duties shall be more fully set forth in the Bylaws of this corporation.

Article Six. The street address of this corporation's initial registered office is 1305 Main Street, Lewiston, Idaho 83501, and the name of its initial registered agent at such street address is Russ Morgan.

Article Seven. The names and addresses of the directors constituting the initial board of directors of this corporation are as follows:

Russ Morgan
1305 Main St.
Lewiston, ID 83501

Arlene Watson
3477 Syringa Drive
Lewiston, ID 83501

Steve Doane
1624 Ripon Ave.
Lewiston, ID 83501

Scott Ferguson
906 15th St.
Clarkston, WA 98403

Scott Trost
1434 Idaho St.
Lewiston, ID 83501

Don Schlies
219 Maple St.
Clarkston, WA 98403

Jim Kleeburg
509 Burrell
Lewiston, ID 83501

Dave Hagan
376 A Reservoir Drive
Lewiston, ID 83501

Article Eight. The name and street address of each incorporator is

Russ Morgan
1305 Main St.
Lewiston, ID 83501

Arleen Watson
3477 Syringa Drive
Lewiston, ID 83501

Steve Doane
1624 Ripon Ave.
Lewiston, ID 83501

Scott Ferguson
906 15th St.
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Scott Trost
1434 Idaho St.
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219 Maple St.
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Jim Kleeburg
509 Burrell
Lewiston, ID 83501

Dave Hagan
376 A Reservoir Drive
Lewiston, ID 83501

Article Nine. The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the Bylaws of this

ARTICLES OF INCORPORATION OF TWIN RIVERS CYCLISTS

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corporation, provided however that there may be two classes of members of this corporation: voting members and associate members.

Article Ten. No part of the earnings of this corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 herein.

Article Eleven. Upon dissolution of this corporation, the Board of Trustees shall, after paying or making provision for the payment of all 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 nonprofit organization organized exclusively for educational, social, or athletic purposes as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principle office of the corporation is located, exclusively for such purposes or to such organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

DATED this 10 day of December, 1987.

Lured J. Morgan

Scott T. Smith

Jeffrey T. Kiely

J. Keelburg

Scott T. Smith

Arden T. Watson

Donnie E Schlies

Steven Choane

~~K. D. Hagen~~

STATE OF IDAHO)
 : ss.
County of Nez Perce)

On this 10th day of December, 1987, before me Condon W Patrick
_____, a Notary Public, personally appeared _____
Russ Morgan, Arlene Watson, Steve Doane, Scott Ferguson
Scott Trost, Don Schlies, Jim Kleeburg, Dave Hagen

known or identified to me, to be the incorporators respectively of the corporation that executed the instrument or the persons that executed the instrument on behalf of said corporation, and acknowledged to me that corporation executed the same.

Condon W Patrick

Notary Public in and for the State of Idaho, residing at Lewiston.

My commission expires 12.20.88

(SEAL)