

**Articles of Incorporation**  
**of**  
**Palouse Bicycle Racing, Inc.**

**FILED EFFECTIVE**

2012 AUG 30 AM 9:18

SECRETARY OF STATE  
STATE OF IDAHO

**A nonprofit corporation doing business in the State of Idaho**

The undersigned, in order to form a Non-Profit Corporation under the provisions of Title 30, Chapter 3, Idaho Code, submits the following articles of incorporation to the Secretary of State.

**Article I: Name**

The name of the nonprofit corporation is **Palouse Bicycle Racing, Inc.** (hereinafter called the "Corporation").

**Article II: Purposes and Powers**

**Section 2.1—Purposes.** The Corporation is organized and shall be operated exclusively for charitable and educational purposes, and for fostering national and international amateur athletic competition, within the meaning of Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any subsequent federal tax laws). The specific purposes and objectives of the Corporation shall include, but not be limited to, the promotion and development of amateur bicycle racing in the Palouse region of Idaho and Washington. In furtherance of that purpose, the Corporation shall:

- (a) Conduct or participate in programs to identify and develop new cyclists, particularly junior racers under the age of 18;
- (b) Conduct or participate in programs to assist cyclists in the development of their competitive and riding skills, and to ensure safe riding, training, commuting, and competition;
- (c) Seek to uphold the rights and interests of cyclists and to communicate these interests to governmental authorities and the general public;

C195810

- (d) Promote the development of safe routes to school, shared roads and pathways, and other means and mechanisms to ensure that cycling remains a realistic and safe mode of transportation and recreation for all citizens;
- (e) Promote the mission of USA Cycling; and
- (f) Engage in all legal activities consistent with the Corporation's purpose and these enumerated activities.

**Section 2.2—Powers.** In furtherance of the foregoing purposes and objectives (but not otherwise) and subject to the restrictions set forth in Section 2.3, the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of the State of Idaho, and may do everything necessary or convenient for the accomplishment of any of the corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

**Section 2.3—Restriction on Powers.**

- (a) The Corporation shall not have nor exercise any power, nor engage in any activity, that would prevent it from qualifying and continuing to qualify as a tax exempt corporation as described in Section 501(c)(3) of the Internal Revenue Code (or any subsequent federal tax laws).
- (b) No part of the assets or net earnings (if any) of the Corporation shall inure to the benefit of or be distributable to any person having a personal or private interest in the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services actually rendered and to make reimbursement in reasonable amounts for expenses actually incurred in carrying out the purposes set forth in Section 2.1.
- (c) The assets or net earnings (if any) of the Corporation may only be used, and the Corporation may only operate, for the objects or purposes set forth in Section 2.1.

### **Article III: Registered Agent**

The registered agent for the Corporation is Jerrold A. Long, 2275 Henry Ct., Moscow, ID 83843.

### **Article IV: Initial Board of Directors**

**Section 4.1—Initial Board of Directors.** The initial Board of Directors for the Corporation shall consist of the following three individuals:

**Jerrold Long**, 2275 Henry Ct., Moscow, ID 83843

**Colleen MacDonald**, 1912 NW Canyon View Dr., Pullman, WA 99163

**Matthew Morra**, 634 N. Hayes, Moscow, ID 83843

**Section 4.2.** The corporate powers shall be exercised by a Board of Directors. The number of directors, their classifications, manner of election, and terms of office will be determined by the Corporation's bylaws.

### **Article V: Incorporator**

The name and address of the individual (the "Incorporator") who causes this document to be delivered for filing is:

Jerrold A. Long  
2275 Henry Ct.  
Moscow, ID 83843

### **Article VI: Corporate Offices**

**Principal Office Address.** The address of the principal office of the Corporation is 634 N. Hayes, Moscow, ID 83843.

## **Article VII: Members**

The Corporation shall have members with the power to elect members of the Board of Directors. Additional rights and responsibilities of the members will be prescribed by the Corporation's bylaws.

## **Article VIII: Dissolution**

Upon dissolution of the Corporation, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the Corporation (but not including assets held by the Corporation upon condition requiring return, transfer, or conveyance, which condition occurs by reason of such dissolution) shall be distributed to the USA Cycling Foundation, a 501(c)(3) organization, or another 501(c)(3) organization with a purpose consistent with the purposes of this Corporation.

## **Article IX: Bylaws**

The Corporation's initial Board of Directors shall adopt bylaws governing the operation and management of the Corporation. Except as otherwise prohibited by Idaho law, the Board of Directors shall have the authority to alter, amend, or repeal the bylaws, except that at no time may the Board of Directors adopt bylaw provisions inconsistent with these Articles and the purposes and powers of the Corporation set forth herein.

## **Article X: Amendments**

Except as otherwise limited by Idaho law, the Board of Directors shall have the authority to amend these Articles of Incorporation by a vote of the majority of the Board of Directors then in office, except that in no instance may the Board of Directors adopt amendments to these Articles that would alter the Corporations fundamental purpose to promote amateur bicycle racing.

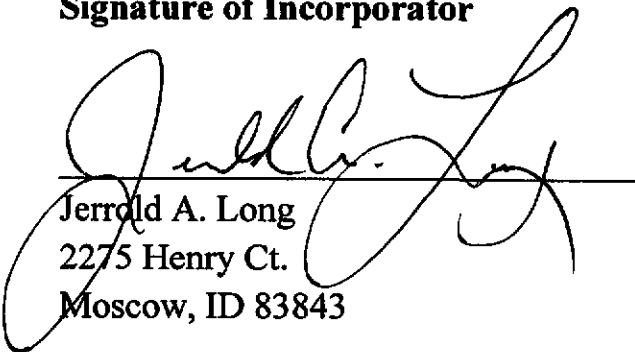
### **Article XI: Duration**

The Corporation shall be of perpetual duration.

### **Article XII: Non-Liability**

The officers, directors, and members shall not be personally liable for any of the Corporation's legal, monetary, or other obligations. The Corporation shall indemnify any officers, directors or members who incur any legal, monetary, or other obligations while acting under the Corporation's express or implied authority and consistent with the Corporation's purposes stated herein.

#### **Signature of Incorporator**



Jerrold A. Long  
2275 Henry Ct.  
Moscow, ID 83843

Date: August 28, 2012