



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

LAKE CITY CYCLISTS, INC.

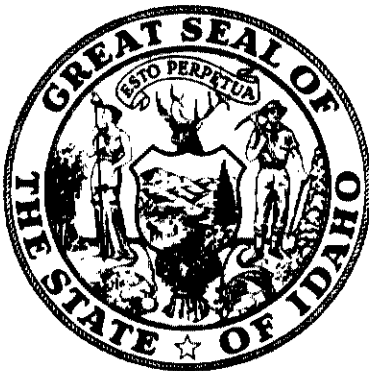
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

LAKE CITY 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 July 24, 19 91.



Pete T. Cenarrusa

SECRETARY OF STATE

Elmer W. Babala

Corporation Clerk

ARTICLES OF INCORPORATION

OF

LAKE CITY CYCLISTS, INC.

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SEC. OF STATE

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The undersigned, acting as incorporators of a corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

I.

The name of the corporation is LAKE CITY CYCLISTS, INC. The corporation is a non-profit corporation.

II.

The duration of the corporation shall be perpetual.

III.

The purpose of the corporation shall be as follows: To promote the use and enjoyment of bicycles and bicycling, by encouraging individuals to learn about bicycle safety, to engage in bicycling activities, to enhance communication among bicyclists, to promote, develop and contribute to the construction of bicycle routes and trails, and to aid and assist all other user groups to further bicycling activities.

IV.

All of the properties and assets of this corporation shall be and are irrevocably dedicated to nonprofitable purposes and no part of the monies or assets of the corporation, upon dissolution or otherwise, shall inure to the benefit of any private person, or individual, nor any member of the corporation except as such private person, or individual, or any member of the corporation except as such private person or member may be a corporation, exempt from taxation, organized and operated exclusively for purposes enumerated in Section 501(c) of the Internal Revenue Code of 1954 or subsequent tax laws.

V.

The corporation shall have members who shall be limited to those individuals who pay the annual dues and who seek to further the corporate purposes.

VI.

The management of the corporate affairs shall be vested in the Board of Directors who shall exercise all the authority of the corporation to fulfill the corporate purposes.

VII.

The names and addresses of the initial Board of Directors and of the incorporators are as follows:

<u>NAME</u>	<u>ADDRESS</u>
DAVID LAHTI	P.O. Box 187 Coeur d'Alene Id.
CHIC BURGE	821 MULLEN ST COEUR D'ALENE ID 83814
ROB NOORT	PO BOX 981 CD'A ID 83814

VIII.

The initial bylaws of the corporation shall be adopted by the members. The power to alter, amend, repeal or adopt new bylaws shall be vested in the members, but such powers may be delegated by the members to the Board of Directors. The bylaws shall provide for the time and place of the annual meeting.

IX.

The location and address of the initial registered office of the corporation is 111 N. 2nd Street, Suite 200, Coeur d'Alene, Idaho, 83814, and the name of the initial registered agent at such address is STEPHEN B. McCREA.

X.

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of

all the assets of the corporation exclusively for the purposes of the corporation in such a manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes, and which shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, or any subsequent federal tax law, as the Board of Directors shall determine; provided, however, and subject to the above limitations, if any such assets have been acquired under a federal grant or contract, their disposition shall be made in accordance with the appropriate instructions of the governmental official responsible under the law for providing of such instruction under such circumstances. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations as the Court shall determine, which are organized and operated exclusively for the purposes set forth herein.

IN WITNESS WHEREOF, we have hereunto set our hand this 20 day of

June, 1991.



David A. Lahti

Robert North