

SECRETARY OF STATE

STATE OF MONTANA

BOB BROWN

Business Services Bureau
Pat Haffey, Deputy



Montana State Capitol
PO Box 202801
Helena, MT 59620-2801
(406)444-3665

4/24/03
Docket _____

<http://www.state.mt.us/sos/>

File _____

TIMOTHY M BECHTOLD
401 N WASHINGTON
MISSOULA MT 59802

April 22, 2003

Dear Mr. Bechtold:

RE: MONTANA BICYCLE
RACING ASSOCIATION
ARTICLES OF INCORPORATION
Date of Filing: April 16, 2003
Filing Number: D123113-468101

I've approved the filing of the documents for the above named entity. The document number and filing date have been recorded on the original document. This letter serves as your certificate of filing and should be maintained in your files for future reference.

Thank you for giving this office the opportunity to serve you. If you have any questions in this regard, or need additional assistance, please do not hesitate to contact the Business Services Bureau professionals at (406) 444-3665.

Sincerely,

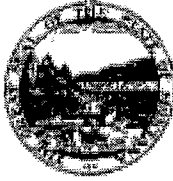
A handwritten signature in cursive script that reads "Bob Brown".

Bob Brown
Secretary of State
Enclosure

STATE OF MONTANA

Prepare, sign and submit an ORIGINAL AND COPY with fee. This is the minimum information required.

ARTICLES of INCORPORATION for DOMESTIC NONPROFIT CORPORATION (35-2-213, MCA)



STATE OF MONTANA FILED APR 16 2003 SECRETARY OF STATE Form: DN-1 Filing Fee: \$20.00

MAIL: BOB BROWN Secretary of State P.O. Box 202801 Helena, MT 59620-2801 PHONE: (406)444-3665 FAX: (406)444-3976 WEB SITE: www.state.mt.us/sos

Priority Filing Add \$20.00

Executed by the undersigned person for the purpose of forming a Montana nonprofit corporation.

FIRST: The name of the Nonprofit Corporation is MONTANA BICYCLE RACING ASSOCIATION

SECOND: The name and address of the registered office/agent in Montana:

Name TIMOTHY M. BECHTOLD

Street Address 401 N. WASHINGTON

Mailing Address

City MISSOULA, MONTANA Zip Code 59802

Signature of Agent (Required) [Signature]

THIRD: The name and address of the incorporator is as follows:

Name TIMOTHY M. BECHTOLD

Address 401 N. WASHINGTON

MISSOULA, MT Zip Code 59802

FOURTH: The Nonprofit Corporation [X] WILL [] WILL NOT have members.

FIFTH: This Nonprofit Corporation is a (check one):

- [X] Public Benefit Corporation [] Mutual Benefit Corporation [] Religious Corporation

SIXTH: Upon dissolution, the assets shall be distributed in the following manner:

TO A 501(C)(3) ORGANIZATION

[Signature] Signature of Incorporator

14 April 2003 Date

ARTICLES OF INCORPORATION

OF

MONTANA BICYCLE RACING ASSOCIATION

Pursuant to the Montana Nonprofit Corporation Act, MCA § 35-2-113 *et seq.*, the undersigned hereby make, sign and acknowledge the following:

ARTICLE I

The name of the corporation is MONTANA BICYCLE RACING ASSOCIATION.

ARTICLE II

The corporation shall have perpetual existence.

ARTICLE III

The corporation is a public benefit corporation.

ARTICLE IV

The purposes for which the corporation is formed are exclusively charitable and educational including, without limitation:

- (a) To promote the sport of bicycle racing in Montana;
- (b) To create an organization to raise funds from the public at large and to distribute these funds to the corporation for purposes permitted under the provisions of Internal Revenue Code § 501(c)(3).
- (c) To exercise any and all powers, rights and privileges which a corporation organized under the Nonprofit Corporation laws of the State of Montana may now or hereafter have or exercise provided such powers, rights and privileges are strictly charitable or educational in nature.

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BOB SNOWMAN
SECRETARY OF STATE

ARTICLE V

The corporation shall have the following powers:

- (a) All powers granted nonprofit corporations under the Montana Nonprofit Corporation Act as set forth in MCA § 35-2-113 *et seq.*
- (b) Notwithstanding any other provisions of the Articles of Incorporation or Bylaws, the Board of Directors of the corporation shall administer the corporation at all times so that:
 - 1. The corporation will not be subject to any tax under § 4942 of the Internal Revenue Code on undistributed income;
 - 2. The corporation will not engage in any act of self-dealings as defined in § 491(b) of the Internal Revenue Code;
 - 3. The corporation will not retain “excess business holdings” as required by § 4943 of the Internal Revenue Code;
 - 4. The corporation will not make investments which would create a tax liability under § 4944 of the Internal Revenue Code;
 - 5. The corporation will not make “taxable expenditures” as defined in § 4945(d) of the Internal Revenue Code.
- (c) The corporation shall not conduct any activity which would not be permitted to be conducted by an organization exempt from taxation under § 501(c)(3) of the Internal Revenue Code and to which donations are deductible under §§ 170(a)(1), 2055, and 2522 of the Internal Revenue Code.

ARTICLE VI

The corporation is organized and operated as a nonprofit corporation. No part of the assessments or earnings of the corporation shall inure to the benefit of its members, officers or other private persons, except the corporation shall be authorized to pay reasonable compensation for services rendered in furtherance of the purposes set forth in Article IV. The corporation shall not engage in the presentation of propaganda or otherwise attempt to influence legislation, and it shall not participate or intervene in (including the publishing and distribution of statements) any political campaign for or against any candidate for public office.

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SECRETARY OF STATE

ARTICLE VII

The corporation is a public benefit corporation relying on broad-based public support and shall have a governing body composed of persons having special knowledge or expertise in the field of bicycle racing and representing the broad interests of the public.

The corporation shall have members. The qualification of members, the conditions of membership, and the voting and other rights and privileges of members shall be provided for in the Bylaws.

ARTICLE VIII

Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by:

- (a) A corporation exempt from federal income tax under § 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code;
- (b) A corporation, contributions to which are deductible under § 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code. This corporation shall not have any profit objective, and shall not have and shall not issue capital shares, stocks or stock certificates.

ARTICLE IX

Upon winding and dissolution of the corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable, educational, religious, and/or scientific purposes and which has established its tax exempt status under § 501(c)(3) of the Internal Revenue Code.

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OFFICE OF THE
STATE

ARTICLE X

The address of the initial registered office of the corporation is:

401 North Washington St.
P.O. Box 7051
Missoula, MT 59807-7051

and the initial registered agent at such address is:

Timothy M. Bechtold

ARTICLE XI

The initial number of directors of this corporation shall be four (4), and the names and addresses of those who are to serve until the first annual meeting or until their successors are elected and qualified are:

John Weyhrich
307 Edith
Missoula, Montana 59801

Steven Dolberg
650 Big Flat Road
Missoula, Montana 59804

Michael Beltz
1131 Jackson
Missoula, Montana 59802

Jeffrey Crouch
1242 Jackson
Missoula, Montana 59802

ARTICLE XII

The name and address of the incorporator of this corporation is:

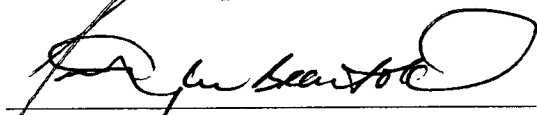
Timothy M. Bechtold
401 N. Washington St.
Missoula, Montana 59802

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BOB EGGAN,
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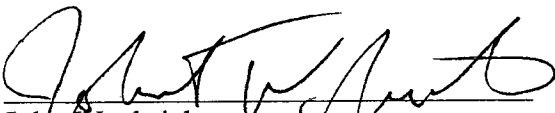
ARTICLE XIII

No director of the corporation shall have personal liability to the corporation for monetary damages for breach of that director's duties to the corporation, provided that such shall not apply to the liability of a director: (a) for a breach of the director's duty of loyalty to the corporation or its members; (b) for acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law; (c) for a transaction from which a director derived an improper personal economic benefit; or (d) under MCA §§ 35-2-418, 35-2-435, or 35-2-436.

IN WITNESS WHEREOF, the undersigned incorporator and directors have signed these Articles of Incorporation this 9th day of April, 2003.



Timothy M. Bechtold, Incorporator



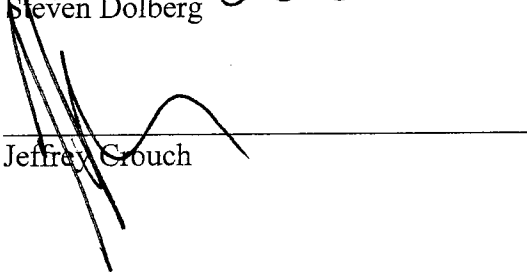
John Weyhrich



Steven Dolberg



Michael Beltz

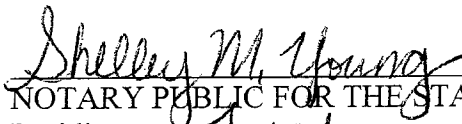


Jeffrey Crouch

STATE OF MONTANA)
 : ss.
County of Missoula)

This instrument was acknowledged before me on April 9th, 2003 by Timothy Bechtold, John Weyhrich, Steven Dolberg, Michael Beltz, and Jeffrey Crouch.

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NOTARY PUBLIC FOR THE STATE OF MONTANA
Residing at: Surah, Montana
My Commission expires: 6/1/03

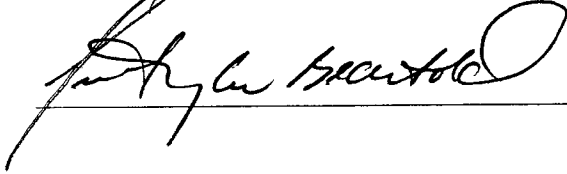
(Notarial Seal)

CONSENT TO APPOINTMENT AS REGISTERED AGENT

Timothy M. Bechtold hereby consents to serve as registered agent in the state of Montana for the following nonprofit corporation:

MONTANA BICYCLE RACING ASSOCIATION

DATED this 9th day of April, 2003.



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