

STATE OF NORTH CAROLINA COUNTY OF BUNCOMBE
ARTICLES OF INCORPORATION OF BLUE RIDGE BICYCLE CLUB, INC.

The undersigned, a natural person of the age of 18 years or more, acting as incorporator for the purpose of creating a non-profit corporation under the laws of the state of North Carolina, as contained in Chapter 55A of the General Statutes of North Carolina, does hereby set forth:

ARTICLE 1. NAME.

The name of the Corporation is BLUE RIDGE BICYCLE CLUB, Inc.

ARTICLE 2. DURATION.

The Corporation shall have perpetual duration.

ARTICLE 3. APPLICABLE STATUTES.

The Corporation is organized pursuant to the provisions of the North Carolina Non-Profit Corporation Act, N.C. Gen. Stat. § 55A-1, et seq.

ARTICLE 4. PURPOSES.

The Corporation is organized for the purposes of promoting the sport of bicycling, organizing bicycle rides and events, and supporting causes advancing the interests of bicycle riders, and of engaging in such other activity as may be authorized by the Board of Directors and not prohibited under the laws of North Carolina.

ARTICLE 5. CAPITAL STOCK.

The Corporation shall not issue any stock.

ARTICLE 6. MEMBERS.

The Corporation shall have members. The members of the Corporation shall be those persons who pay the membership fee and meet additional requirements set out in the Bylaws. The different classes of memberships, if any, the voting and other rights and privileges of members and the termination and transfer of membership shall be as set forth in the Bylaws.

ARTICLE 7. BOARD OF DIRECTORS.

The affairs of the Corporation shall be governed by a Board of Directors, the number, qualification, and method of election of which shall be set in the Corporation's Bylaws. The initial Board of Directors shall consist of three (3) members, who shall be:

Richard Beach, Sr.
34 Broadway
Asheville, NC 28801

Michael Nix
30 Sherwood Rd.
Asheville, NC 28803

Stephanie H. Beach
34 Broadway
Asheville, NC 28801

all of Buncombe County, North Carolina.

ARTICLE 8. POWERS.

The Corporation shall have all the powers granted non-profit corporations under the laws of the State of North Carolina.

ARTICLE 9. INITIAL REGISTERED OFFICE AND AGENT.

The initial registered office of the Corporation is:

1981 Hendersonville Hwy.
Asheville, NC 28803
Buncombe County

The name of the initial registered agent at such address is. C. Michael Nix.

ARTICLE 10. INCORPORATOR.

The name and address of the incorporator is:

Michael E. Smith
121 Lookout Drive
Asheville, North Carolina 28804

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 28th day of January, 1992.

ARTICLES OF AMENDMENT

ARTICLE 11. ADDITIONAL PROVISIONS.

- A. The corporation is organized exclusively for charitable, scientific, literary or educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt under Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Code).**
- B. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, 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 in these Articles.**
- C. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.**
- D. Notwithstanding any other provision 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 Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code; or**
 - b) A corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code; or**
 - c) A corporation qualifying for exemption from property taxes pursuant to North Carolina General Statute §105-278.7 or future corresponding provisions.**

E. In addition to the powers granted corporations under the laws of the State of North Carolina, the corporation shall have full power and authority to purchase, lease, and otherwise acquire, hold, improve, mortgage, convey, and otherwise dispose of all kinds of property, both real and personal, both in this state and all other states, territories and dependencies of the United States and generally to perform all acts which may be deemed necessary for expedience in the execution of the objectives and purposes for which the Corporation is created.

F. The corporation shall serve as a non-profit corporation and, in the furtherance of the purposes hereinabove set out, shall have the power to solicit, accept and receive funds from any person, organization, or other entity, including but not limited to other charitable or educational organizations, profit-making corporations, individuals and government units as described in Section 170(b)(1)(A)(vi) of the Internal Revenue Code of 1986, or the corresponding provision of any future internal revenue law.

G. The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by statute, and the rights conferred herein are granted subject to this reservation; provided, however, that under no circumstances shall these Articles of Incorporation be amended so that the corporation may operate other than for religious, charitable, scientific, literary or educational purposes, or so that any members or any other private individuals may participate in the distribution of the earnings, funds or properties of the Corporation.

H. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all debts and liabilities of the corporation, dispose of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for religious, charitable, educational, scientific or literary purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors shall determine, or to federal, state or local governments to be used exclusively for public purposes. Any such assets not so disposed of shall be disposed of by the Superior Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organizations, such as the court shall determine, which are organized and operated exclusively for such purposes, or to such governments for such purposes.

IN WITNESS WHEREOF, the undersigned President of the Board of Directors has executed these Articles of Incorporation as amended by the procedure specified in the Corporation's Bylaws this ____ day of _____, 2009.