

Articles of Incorporation of San Luis Obispo Bicycle Club, Incorporated

Name

FIRST: The name of the corporation is: SAN LUIS OBISPO BICYCLE CLUB, INCORPORATED.

Purposes and Powers

SECOND: The purposes for which this corporation are formed are:

- (a) The Specific and primary purpose is to promote interest in all aspects of bicycling, for the exclusive enjoyment of members.
- (b) The general purposes and powers are:
 - (i) To encourage and facilitate touring, runs, bicycle outings, bicycle trains, and other forms of recreational bicycling and bicycling activities.
 - (ii) To gather and publish to its members information about bicycling, bicycle clubs, and their activities and other information and news relating to bicycling.
 - (iii) To promote, defend and protect the rights of bicyclists.
 - (iv) To encourage and secure the provision of safe and desirable facilities for bicycling.
 - (v) To secure a better understanding and recognition of the need for a safer environment for bicycling.
 - (vi) To cooperate with public authorities in the observance of all traffic regulations.
 - (vii) To present written comments and testimony of the views of the members of the Club in connection with the legislative and administrative proposals relating to the equipment requirements for bicycles, the establishment and maintenance of bicycle facilities, traffic regulations, or otherwise affecting bicycling activities.
 - (viii) To make and perform contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association, corporation, municipality, state, government, or municipal or political subdivision.
 - (ix) To carry on any activity whatsoever, in this State or anywhere else in the world, either as principal, agent or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this corporation.
 - (x) To have and exercise all the rights and powers conferred on nonprofit corporations under the General Nonprofit Corporation Law of California, as such law is not in effect or may at any time hereafter be amended.

(xi) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause but shall be regarded as independent purposes and powers.

(c) Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (a) of this Article SECOND, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members or to distribute any gains, profits, or dividends to its members as such.

Organization

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

Principal Office

FOURTH: The county in this State where the principal office for the transaction of the business of the corporation is located in San Luis Obispo County.

Directors Names

FIFTH: (a) The number of Directors of this corporation shall not be less than three (3).

Names and Addresses

(b) The names and address of the persons who are to act in the capacity of Directors until the selection of their successors are:

William F. Murphy, 1768 Royal Way, San Luis Obispo, CA.

Myron Amerine, 1807 Abbott Street, Apt. 34; San Luis Obispo, CA.

Nada Herd, Ironwood Drive, Morro Bay, CA.

Larry Souza, 1314 Kentwood Drive, San Luis Obispo, CA.

Powers

(c) The powers of this corporation shall be exercised, its property controlled, and its affairs conducted by the Board of Directors.

Members

SIXTH: The authorized number and qualifications of members of this corporation, the different classes of membership, if any, 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 corporation.

Income From Public Events

SEVENTH: If this corporation holds any event(s) to which members of the general public are invited to observe or participate in for a fee, the income from the general public, less a proportional share of the expenses which will not benefit members, will be paid over to an organization which is exempt from income tax under Section 501 (c)(3) of the Internal Revenue Code on an annual basis.

Distribution of Income and Prohibited Activities

EIGHTH: Notwithstanding any other provision in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax or undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.
- (b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.
- (c) The corporation shall not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954.
- (d) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.
- (e) The corporation shall not make any taxable expenditures as defined in Section 4945 (d) of the Internal Revenue Code of 1954.

NINTH: Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting, and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

TENTH: The property of this corporation is irrevocably dedicated to social and recreational purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private persons. Upon the dissolution or winding up of the corporation, its assets, remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for social

and recreational purposes and which has established its tax exempt status under section 501 (c) (7) of the Internal Revenue Code.

If this corporation holds any assets in trust. or the corporation is formed for social and recreational purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the County in which the corporation has its principal office, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in the proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF. the undersigned, being the persons hereinabove named as the first Directors, have executed these Articles of Incorporation, this 17 day of September, 1976.

William F. Murphy, Incorporator

Myron Amerine, Incorporator

Nada Herd, Incorporator

Larry Souza, Incorporator

STATE OF CALIFORNIA
COUNTY OF SAN LUIS OBISPO

On this 17 day of September, 1976, before me Thomas C Robertson, a Notary Public for the State of California, personally appeared William F. Murphy, Myron Amerine, Nada Herd, and Larry Souza, known to me to be the persons whose names are subscribed to the within Articles of Incorporation, and acknowledged to me that they executed the same.

Thomas C Robertson
Notary Public