

SECRETARY OF STATE
STATE OF MONTANA



Mike Cooney
Secretary of State

Montana State Capitol
PO Box 202801
Helena, MT 59620-2801

COPY

June 10, 1995

Mark Cadwallader
515 N Rodney St
Helena MT 59601

RE: HELENA BICYCLE CLUB, INC.
Date of Filing: May 16, 1995
Filing Number: D83123-334850

Dear Mr. Cadwallader:

Attached please find a copy of the documents you recently filed with this office. The document number and filing date have been recorded on the copy I've attached. These documents serve 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....we're here to serve you!

Sincerely,

A handwritten signature in cursive script, appearing to read "Mike Cooney".

Enclosure

Reception: (406) 444-2034 - Business Services Bureau: 444-3665 - Elections Bureau: 444-4732
Administrative Rules Bureau: 444-2055 - Records Management Bureau (1320 Bozeman Avenue): 444-2716
Fax: 444-3976

FILED

MAY 16 1995

RAC
P&P \$20

ARTICLES OF INCORPORATION OF HELENA BICYCLE CLUB, INC.

SECRETARY OF STATE

Executed by the undersigned incorporator for the purpose of forming a Montana nonprofit corporation under the "Montana Nonprofit Corporation Act", Title 33, chapter 2 of the Montana Code Annotated.

ARTICLE I

Name. The name of the corporation is Helena Bicycle Club, Inc.

ARTICLE II

Designation. The corporation is a public benefit corporation.

ARTICLE III

Purpose. The purposes of the corporation are to promote and encourage the use of bicycles for sport, recreation, and transportation in Helena, Montana, the surrounding region, and nationally; to provide education about the sport of bicycling and bicycle safety; to encourage activities that are compatible with the sport of bicycling; and to engage in any other lawful activities that are not inconsistent with the purposes of the corporation.

ARTICLE IV

Members. The corporation shall have members. Members shall meet the criteria and satisfy the procedures for admission set forth in the corporation's bylaws.

ARTICLE V

Registered Agent and Office. The address of the initial registered office of the corporation is 515 North Rodney Street, Helena, Montana, and the name of the initial registered agent at that office is Mark Cadwallader.

ARTICLE VI

Distribution and Dissolution. In the event of the dissolution of the corporation, no member shall be entitled to any distribution or division of its remaining property of its proceeds, and the balance of all money and other property which the corporation receives from any source, after payment of all debts and obligations of the corporation, must be used or distributed exclusively for purposes within the intendment of Section 501(c) of the Internal Revenue Code of 1986 and its regulations as the same now exists or as it may be amended from time to time.

ARTICLE VII

Prohibited Transactions. No part of the net earnings of this corporation may inure to the benefit of any member of private individual and no member, director or officer of the corporation may receive any pecuniary benefit from the corporation, except such reasonable compensation as may be allowed for services actually rendered to the corporation.

ARTICLE VIII

Limitation of Director's Liability. A director of the corporation shall not be liable to the corporation or its members for monetary damages for breach of a director's duties to the corporation or its members, except for:

- (a) breaches of the director's duty of loyalty to the corporation and its members;
- (b) acts or omissions not in good faith or that involve intentional conduct or a knowing violation of the law;
- (c) transactions from which a director derived an improper economic benefit; or
- (d) conflict of interest transactions, loans to or guarantees for directors and officers or unlawful distributions.


ARTICLE IX

Incorporator. The name of the incorporator is Mark Cadwallader, whose address is 515 North Rodney Street, Helena, Montana, 59601.

ARTICLE X

Amendments. The corporation may amend these articles in a manner authorized by law or bylaw at the time of amendment.

Done and dated this 16th day of May, 1995, at Helena,
Montana.



MARK CADWALLADER, Incorporator

STATE OF MONTANA
Office of the Secretary of State
I hereby certify that a true and
correct copy of the pages
taken from the original file in this
file. Original of this replication can
be determined by the color blue.



Bob Brown
Secretary of State
DATED 5/16/95
By _____