

MAR 23 2004

APPR.
TERM
DATE

3-23-04

111165-9

ARTICLES OF INCORPORATION
OF A TAX-EXEMPT
ARIZONA NON-PROFIT CORPORATION

1. The name of the corporation shall be Verde Valley Cyclists Coalition, Inc. *okms*
2. The purpose for which the corporation is organized is promote interest and involvement in all aspects of bicycling and to encourage bicycle use as an energy efficient means of personal transportation, fitness and recreation.
3. The character of affairs of the corporation will be to provide a collective voice representing the interests of bicyclists residing in the Verde Valley communities; promote bicycling safety through education and training for students in the Verde Valley school districts, residents of the Verde Valley, and visitors to the local State Parks, and U.S. Forest Service; participate in roadway planning within the Verde Valley to ensure inclusion of bicycle facilities; raise funds for the support of the aforementioned activities.
4. No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, 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 Article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on : (a) by a corporation exempt from Federal Income Tax under section 501(c)(3) of the Internal Revenue Code the United States (or the corresponding provision of any future United States Internal Revenue Law) or: by a corporation, contributions to which are deductible under Section 501(c)(3) of the Internal Revenue Code of the United States (or the corresponding provisions of any future United States Internal Revenue Laws).
5. Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all its assets exclusively for the purposes of the corporation in such a manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of the United States (or the corresponding provision of any future United States Internal Revenue Laws) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the corporation is then located, exclusively for such purpose of to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.
6. Th initial Board of Directors shall consist of twelve (12) directors. The names and addresses of the persons who are to serve as the directors until the first annual meeting of the members, or

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until their successors are elected and qualify are:

1. Randy Victory
1780 E. Birch St. #10
PO Box 172 (mailing)
Cottonwood, AZ 86326-0172
2. Dave Putnam
2050 W. Highway 89A
Cottonwood, AZ 86326-4662
3. Cheryl Victory
1780 E. Birch St. #10
PO Box 172 (mailing)
Cottonwood, AZ 86236-0172
4. Robert Jones
905 East Ash Drive
Cottonwood, AZ 86326-4233
5. Ian Wickson
65 Concho Way
Sedona, AZ 86351-7970
6. Susan L. Amon
PO Box 20315
Sedona, AZ 86341-0315
7. Daniel Padachowski
180 Pony Soldier Road
Sedona, AZ 86336-4617
8. Dennis Renner
644 East Date Street
Cottonwood, AZ 86326-4447
9. Jack Smithson
2860 Southwest Drive
Sedona, AZ 86336-3728
10. Al Abbott
2050 W. Highway 89A
Cottonwood, AZ 86326-4653
11. Mark Huffman
68 South 9th Street
Cottonwood, AZ 86326-4215
12. Robert S. Carabell
50 Skyline Circle
Sedona, AZ 86351-8865

7. The street address of the known place of business of the Corporation is 1780 E. Birch St. #10, Cottonwood, Arizona, 86326-0172.

8. The name and address of the statutory agent of the Corporation is:

Randy Victory
PO Box 172(mailing)
1780 E. Birch St. #10
Cottonwood, AZ 86326-0172

9. The names and addresses of the incorporators are:

Ian Wickson
65 Concho Way
Sedona, AZ 86351-7970

Robert S. Carabell
50 Skyline Circle
Sedona, AZ 86351-4085

All duties and responsibilities of the incorporators shall cease at the time of delivery of the Articles of Incorporation to the Arizona Corporation Commission.

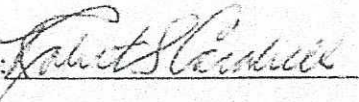
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10. The corporation will not practice or permit discrimination on the basis of sex, age race national origin, religion or physical handicap or disability.

11. The corporation WILL have members.

EXECUTED this 18th day of March, 2004, by all of the incorporators.

Signed:



Robert S. Carabell

Phone 928-284-4085

FAX 926-284-4084



Ian Wickson

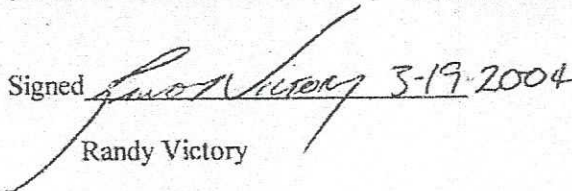
Phone 928-284-0841

FA

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

The undersigned hereby acknowledges and accepts the appointment as statutory agent of the Verde Valley Cyclists Coalition, Inc. effective this 19th day of MARCH, 2004.

Signed



Randy Victory

ARIZONA CORPORATION COMMISSION
CORPORATIONS DIVISION

Phoenix Address: 1300 West Washington
Phoenix, Arizona 85007-2929

Tucson Address: 400 West Congress
Tucson, Arizona 85701-1347

NONPROFIT
CERTIFICATE OF DISCLOSURE

A.R.S. Section 10-3202.D.

Verde Valley Cyclists Club, Inc.

EXACT CORPORATE NAME

- A. Has any person serving either by election or appointment as officer, director, trustee, or incorporator in the corporation:
1. Been convicted of a felony involving a transaction in securities, consumer fraud or antitrust in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 2. Been convicted of a felony, the essential elements of which consisted of fraud, misrepresentation, theft by false pretenses, or restraint of trade or monopoly in any state or federal jurisdiction within the seven-year period immediately preceding the execution of this Certificate?
 3. Been or are subject to an injunction, judgment, decree or permanent order of any state or federal court entered within the seven-year period immediately preceding the execution of this Certificate wherein such injunction, judgment, decree or permanent order:
(a) Involved the violation of fraud or registration provisions of the securities laws of that jurisdiction?; or
(b) Involved the violation of the consumer fraud laws of that jurisdiction?; or
(c) Involved the violation of the antitrust or restraint of trade laws of that jurisdiction?

Yes _____ No X

B. IF YES, the following information MUST be attached:

1. Full name and prior name(s) used.
2. Full birth name.
3. Present home address.
4. Prior addresses (for immediate preceding 7-year period).
5. Date and location of birth.
6. Social Security number.
7. The nature and description of each conviction or judicial action, date and location, the court and public agency involved and file or cause number of case.

- C. Has any person serving either by election or appointment as an officer, director, trustee or incorporator of the corporation, served in any such capacity or held such interest in any corporation which has been placed in bankruptcy or receivership or had its charter revoked, or administratively dissolved by any jurisdiction?

Yes _____ No X

IF YOUR ANSWER TO THE ABOVE QUESTION IS "YES", YOU MUST ATTACH THE FOLLOWING INFORMATION FOR EACH CORPORATION:

1. Name and address of the corporation.
2. Full name, including alias and address of each person involved.
3. State(s) in which the corporation:
(a) Was incorporated.
(b) Has transacted business.
4. Dates of corporate operation.
5. A description of the bankruptcy, receivership or charter revocation, including the date, court or agency and the file or cause number of the case.

D. The fiscal year end adopted by the corporation is Jan 1 - Dec 31

Under penalties of law, the undersigned incorporators/officers declare that we have examined this Certificate, including any attachments, and to the best of our knowledge and belief it is true, correct and complete, and hereby declare as indicated above. THE SIGNATURE(S) MUST BE DATED WITHIN THIRTY (30) DAYS OF THE DELIVERY DATE.

BY Robert A. Smith DATE 3-15-04
TITLE Incorporator, Board Member

BY Paul J. Jones DATE 3-19-04
TITLE Secretary, Board

BY Paul J. Jones DATE 3-19-04
TITLE CHAIRMAN / PRESIDENT

BY _____ DATE _____
TITLE _____

DOMESTIC CORPORATIONS: ALL INCORPORATORS MUST SIGN THE INITIAL CERTIFICATE OF DISCLOSURE. (If more than four incorporators, please attach remaining signatures on a separate sheet of paper.)

If within sixty days, any person becomes an officer, director, or trustee and the person was not included in this disclosure, the corporation must file an AMENDED certificate signed by all incorporators, or if officers have been elected, by a duly authorized officer.

FOREIGN CORPORATIONS: MUST BE SIGNED BY AT LEAST ONE DULY AUTHORIZED OFFICER OF THE CORPORATION.

CF: 0001 - Non-Profit
Rev: 9/00

STATE OF ARIZONA



Office of the
CORPORATION COMMISSION

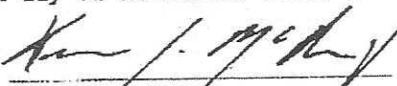
CERTIFICATE OF REINSTATEMENT

VERDE VALLEY CYCLISTS COALITION, INC.
File Number -1111165-9

Effective this date, the ARIZONA CORPORATION COMMISSION, pursuant to Arizona Revised Statutes, Section 10-2442, hereby REINSTATES the Article s of Incorporation the above named corporation.

IN WITNESS WHEREOF, I have hereunto
set my hand and affixed the official seal
of the Arizona Corporation Commission.
Done at Phoenix, the Capital, this
20th day of November, 2008, A. D.




Executive Director

By 