

86-0735762

EXEMPTION  
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FILES

APR 15 4 16 PM '97 ARTICLES OF INCORPORATION  
OF

APR 3 4 43 PM '97

APR 15 4 16 PM '97  
*Sonia Druin*  
4/16/97  
COALITION OF ARIZONA BICYCLISTS

APR 3 4 43 PM '97  
APR 3 4 43 PM '97  
DATE  
*Susan Parker*

KNOW ALL MEN BY THESE PRESENTS:

0804161-3

That we, whose names and addresses are shown below, have this day associated ourselves for the purpose of forming a non-profit corporation under and pursuant to the laws of the State of Arizona and for that purpose do hereby adopt these Articles of Incorporation:

**ARTICLE I**

**NAME:** The name of the corporation shall be COALITION OF ARIZONA BICYCLISTS.

**ARTICLE II**

**PURPOSE:** The purpose for which this corporation is organized is the transaction of any and all lawful business or affairs for which non-profit corporations may be incorporated under the laws of the State of Arizona, as they may be amended from time to time.

**ARTICLE III**

**INITIAL BUSINESS:** Said corporation is organized exclusively for charitable, educational and recreational purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, and to enhance the role of bicycling in local, county, and statewide transportation and recreation plans; to provide communication on matters of import concerning bicycling; and to advocate bicycling and promote programs, opportunities and knowledge of bicycling throughout the State of Arizona.

*\* See Amendment*

**ARTICLE IV**

**RESTRICTIONS:**

A. Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

B. This corporation is not organized for profit and it shall not have the power or authority to issue certificates of stock or declare dividends.

C. No part of the income or profit of the corporation shall inure to the benefit of or be distributable to its directors, members, officers or other private persons, except that the corporation shall be authorized and empowered to pay a reasonable compensation for services

\*

rendered, to confer benefits upon its members and otherwise make payments and distributions in furtherance of the purposes set forth in these Articles.

D. This corporation shall never be operated for the primary purpose of carrying on a trade or business for profit. Neither the whole, nor any part or portion, of the assets or net earnings of this corporation shall be used, nor shall this corporation ever be operated, for purposes that are not exclusively within the meaning of Section 501(c)(4) of the Internal Revenue Code.

E. Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

#### ARTICLE V

BOARD OF DIRECTORS: The initial Board of Directors shall consist of four (4) directors. The persons named to serve as directors until their successors are elected and qualify are:

Bill Heimann  
1810 E. Oregon Street  
Phoenix, AZ 85016

John T. Gilbert  
2727 N. Third St., #300  
Phoenix, AZ 85004

Reed Kempton  
2312 W. Lindner #35  
Mesa, AZ 85202

William Lazenby  
2747 E. Aster Drive  
Phoenix, AZ 85032

The number of persons to serve on the Board of Directors shall be fixed by the Bylaws of the corporation, consistent with the statutes of the State of Arizona.

#### ARTICLE VI

MEMBERS: The Members of this corporation shall be those persons having membership rights as conferred by or in accordance with the Bylaws of the Corporation.

#### ARTICLE VII

DISSOLUTION: Upon the liquidation or dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of all of its assets exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall

\*  
See  
amendment

determine. Any assets not 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 organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE VIII**

**STATUTORY AGENT:** The name and address of the initial Statutory Agent of the corporation is John T. Gilbert, Esq., 2727 N. Third Street, #300, Phoenix, Arizona 85004.

**ARTICLE IX**

**INCORPORATORS:** The name and address of the incorporators of this corporation are William Heimann, 1810 E. Oregon Street, Phoenix, Arizona 85016, John T. Gilbert, 2727 N. Third Street, #300, Phoenix, Arizona 85004 and William Lazenby, 2747 E. Aster Drive, Phoenix, AZ 85032.

**ARTICLE X**

**ANNUAL MEETING:** The annual meeting will be held at a place and time within or without the State of Arizona as shall be fixed by the Bylaws.

**ARTICLE XI**

**PLACE OF BUSINESS:** The initial place of business of the corporation shall be 1810 E. Oregon Street, Phoenix, Arizona 85016.

**ARTICLE XII**

**INDEMNIFICATION:** The power of indemnification under the Arizona Revised Statutes shall not be denied or limited by the Bylaws of this corporation.

IN WITNESS WHEREOF, we hereto affix our signatures this 31 day of March, 1997.

William Heimann  
William Heimann

John T. Gilbert  
John T. Gilbert

William Lazenby  
William Lazenby

MR Bill  
Founding  
member

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me this 31 day of March, 1997, by William Heimann.

William Lazenby  
Notary Public

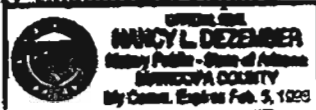
My Commission Expires:

STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me this 31 day of March, 1997, by John T. Gilbert.

Nancy L. DeZember  
Notary Public

My Commission Expires:

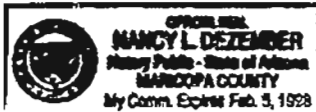


STATE OF ARIZONA )  
 ) ss.  
County of Maricopa )

The foregoing instrument was acknowledged before me this 31 day of March, 1997, by William Lazenby.

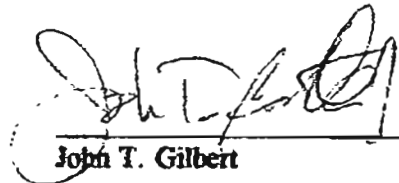
Nancy L. DeZember  
Notary Public

My Commission Expires:



**ACCEPTANCE BY STATUTORY AGENT**

The appointment of John T. Gilbert, Esq., as statutory agent of Coalition of Arizona Bicyclists is hereby accepted and approved.

  
\_\_\_\_\_  
John T. Gilbert

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## Exhibit A

### Amendments

**Article III of the Articles of Incorporation of Coalition of Arizona Bicyclists is hereby amended to be:**

**INITIAL PURPOSE:** Said organization is organized exclusively for charitable, religious, educational, and scientific purpose, within the meaning of section 501 (c)(3), including, for such purpose, the making of distributions to organizations that qualify as exempt organizations under section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Also to enhance the role of bicycling in local, county, and statewide transportation and recreation plans to provide communication on matters of importance concerning Bicycling; and to advocate bicycling and promote programs, opportunities and knowledge of bicycling throughout the State of Arizona.

**Article IV of the Articles of Incorporation of Coalition of Arizona Bicyclists is hereby amended to be:**

**RESTRICTIONS:** No part of the net earning of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization 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 this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

**Article VII of the Articles of Incorporation of Coalition of Arizona Bicyclists is hereby amended to be:**

**DISSOLUTION:** Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county, in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

EXPEDITED  
AZ CORP COMMISSION  
FILED

ARTICLES OF AMENDMENT

2002 OCT 24 P 4:59

OF

APPROVED: *Richard Loran*  
DATE APPROVED: *10/24/02*

COALITION OF ARIZONA BICYCLISTS

TERM \_\_\_\_\_

0804161-3

DATE \_\_\_\_\_ TIME \_\_\_\_\_

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1. The name of the corporation is Coalition of Arizona Bicyclists
2. Attached hereto as Exhibit A is the text of each amendment adopted.
3. The amendment was adopted the 24<sup>th</sup> day of October 2002.
4. The amendment was duly adopted by act of the board of directors. And with approval, in writing, by the person or persons so specified in the corporation's Articles of Incorporation or bylaws.

DATED as of this 24<sup>th</sup> day of October 2002.

Coalition of Arizona Bicyclists

By: *Richard Loran*

Richard LORANCE Board Member / Treasurer  
Print Name Title