

ARTICLES OF INCORPORATION
OF
CHARLOTTESVILLE AREA MOUNTAIN BIKE CLUB

A Virginia Nonstock Corporation

1. Name. The name of the Corporation is Charlottesville Area Mountain Bike Club (the “Corporation”).

2. Purpose. The Corporation is organized exclusively for charitable educational purposes, including but not limited to building and maintaining trails and related public works suitable for mountain biking and educating members of the mountain biking community and the public generally about effective trail construction and maintenance techniques. Subject to the limitations set forth below, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these Articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act.

3. Activities and Powers.

(a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”) and by a corporation to which contributions are deductible under Sections 170(c), 2055 and 2522 of the Code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and 13.1-827 of the Virginia Nonstock Corporation Act. 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 permitted by Section 501(h) of the Internal Revenue Code); and the Corporation shall not

participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(b) No part of the net earnings of the Corporation shall inure to the benefit of any director or officer of the Corporation or any person having a personal or private interest in the activities of the Corporation, except that the Corporation may pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2.

4. Members. The Corporation shall have no voting members. All voting power, including without limitation, the power to vote on amending provisions of the Articles of Incorporation, shall be vested in the Board of Directors.

5. Directors.

(a) Unless the Corporation's bylaws provide otherwise, the number of directors of the Corporation shall be not less than three nor more than five. The following individuals comprise the initial Board of Directors:

<u>Name</u>	<u>Address</u>
<u>Class I</u>	
Susan George	530 Fishing Creek Lane Earlysville, VA 22936
Matthew Wikswo	530 Fishing Creek Lane Earlysville, VA 22936
<u>Class II</u>	
Ted Gayle	2127 Mountain Road Afton, VA 22920
Will Sanford	1581 Thornridge Way Charlottesville, VA 22911
Michele Co	116 Raymond Ave, Apt. A

(b) Directors shall be elected annually by the incumbent directors of the Corporation to succeed those directors whose terms have expired.

(c) The Board of Directors shall be divided into two classes, Class I and Class II. Each Class shall consist, as nearly as possible, of one-half of the number of Directors constituting the entire Board of Directors. Class I Directors shall be initially elected for a term expiring at the first annual meeting of the Board of Directors. Class II Directors shall be initially elected for a term expiring at the second annual meeting of the Board of Directors. Thereafter, both classes of directors shall be elected to terms that shall expire upon the second annual meeting of the Board of Directors held since their election.

6. Registered Office and Agent. The registered office of the Corporation shall be 530 Fishing Creek Lane, Earlysville, Albemarle County, Virginia 22936. The registered agent shall be Susan George, who is a resident of Virginia and a Director of the Corporation and whose office is the Corporation's registered office.

7. Dissolution. Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed as the Board of Directors may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

8. Indemnification.

(a) In this Article:

“applicant” means the person seeking indemnification pursuant to this Article;

“expenses” includes counsel fees;

“liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding;

“party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; and

“proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(b) In any proceeding brought by or in the right of the Corporation, no director or officer of the Corporation shall be liable to the Corporation for monetary damages with respect to any transaction, occurrence or course of conduct, whether prior to or subsequent to the effective date of this Article, except for liability resulting from such person’s having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities laws.

(c) The Corporation shall indemnify (i) any person who was or is a party to any proceeding by reason of being or having been a Director or officer of the Corporation, or (ii) any Director or officer who is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability incurred in connection with such

proceeding unless the Director or officer engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties, or otherwise involve services, to the plan or to participants in or beneficiaries of the plan. The Board of Directors, by a majority vote of disinterested Directors, may enter into a contract to indemnify any Director or officer in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

(d) The provisions of this Article shall be applicable to all proceedings commenced after the adoption hereof, arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such Director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

(e) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in section (b) or (c) of this Article.

(f) (Any indemnification under section (c) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a

determination that indemnification is proper in the circumstances because the applicant has met the applicable standard of conduct set forth in section (c). The determination shall be made:

(i) By the Board of Directors by a majority vote of a quorum consisting of Directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under subsection (i) of this section, by majority vote of a committee duly designated by the Board of Directors (in which designation Directors who are parties may participate), such committee consisting solely of two or more Directors not at the time parties to the proceeding; or

(iii) By special legal counsel:

(A) Selected by the Board of Directors or its committee in the manner prescribed in subsection (i) or (ii) of this section; or

(B) If a quorum of the Board of Directors cannot be obtained under subsection (i) of this section and a committee cannot be designated under subsection (ii) of this section selected by majority vote of the full Board of Directors, in which selection Directors who are parties may participate.

Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such evaluation as to reasonableness of expenses shall be made by those entitled under subsection (iii) of this section to select counsel.

(g)

(i) The Corporation shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition

of the proceeding or the making of any determination under section (f) if the applicant furnishes the Corporation:

(A) A written statement of the applicant's good faith belief that the applicant has met the standard of conduct described in section (c); and

(B) A written undertaking, executed personally or on the applicant's behalf, to repay the advance if it is ultimately determined that the applicant did not meet such standard of conduct.

(ii) The undertaking required by paragraph (B) of subsection (i) of this section shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(iii) Authorizations of payments under this section shall be made by the persons specified in section (f).

(h) The Board of Directors is hereby empowered, by majority vote of a quorum consisting of disinterested Directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in section (c) of this Article who was, is or may become a party to any proceeding, by reason of being or having been an employee or agent of the Corporation, or serving or having served at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if that person were specified as one to whom indemnification is granted under section (c). The provisions of sections (c) through (g) of this Article shall be applicable to any indemnification provided pursuant to this section.

(i) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board of Directors may determine, on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by that person in any such capacity or arising from the person's status as such, whether or not the Corporation would have power to indemnify against such liability under the provisions of this Article.

(j) Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power conferred by this Article on the Board of Directors shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that

may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board of Directors (whether or not any of the Directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

(k) Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.

Dated: March 13, 2006

Susan George, Incorporator