

**ARTICLES OF INCORPORATION
FREDERICKSBURG CYCLISTS, INC.**

ARTICLE I

The name of the corporation is **Fredericksburg Cyclists, Inc.**

ARTICLE II

The purpose for which the corporation is organized is to provide its members an opportunity to gather with other bicycling enthusiasts for social, recreational and athletic activities.

ARTICLE III

The corporation shall have members as follows:

(a) Membership shall be open to any individual who is at least eighteen years of age.

(b) An application for membership shall be submitted to and voted upon by the members of the corporation, and a majority of the votes cast upon any application shall be required for approval of such application.

ARTICLE IV

The initial registered office shall be located at 816 William Street, Fredericksburg, Virginia, 22401, in the City of Fredericksburg, Virginia. The initial registered agent shall be Michael J. Barrett, Esquire, whose business address is the same as the address of the initial registered office and who is a resident of the State of Virginia and a member of the Virginia State Bar.

ARTICLE V

The initial board of directors of the Corporation shall consist of three (3) directors. Their names and addresses are:

Rosemary Pitts
12 Randolph Street
Fredericksburg, Virginia 22405

Katharyn McGhee
526 Caroline Street
Fredericksburg, Virginia 22401

Susan Parker
307 Fauquier Street
Fredericksburg, Virginia 22401

ARTICLE VI

The following prohibitions shall apply to the Corporation:

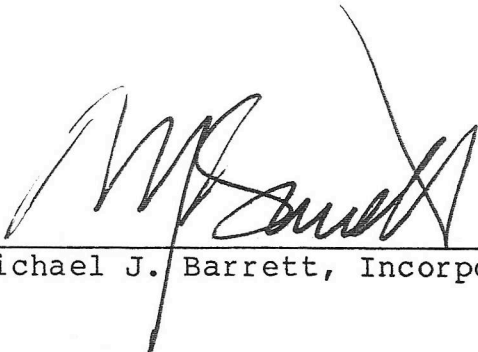
(a) The corporation shall not possess or exercise any power or authority that will prevent it from qualifying as a "not-for-profit" corporation under Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1954, as amended, nor shall it engage in any activity which would cause the loss of such qualification, nor shall any part of the assets or net earnings of the corporation ever be used for purposes that do not exclusively promote the social, recreational or athletic purposes for which the corporation was formed within the meaning of said Sections of the Internal Revenue Code.

(b) No part of the income of the corporation shall inure to the benefit of any member, trustee, director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the benefit of the corporation affecting one or more of its

purposes), and no member, trustee, officer or director of the corporation, or any other private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

(c) In the event the corporation is dissolved or otherwise ceases to exist, all of the remaining assets and property of the corporation shall, after necessary expenses thereof have been paid, be distributed to such other organization as the Board of Directors may determine, provided however, that such other organization shall qualify under Section 501(c)(3) and 501(c)(7) of the Internal Revenue Code of 1954, as amended.

Dated: March 20, 1989.



Michael J. Barrett, Incorporator

Commonwealth of Virginia



STATE CORPORATION COMMISSION

Richmond, April 12, 1989

This is to Certify that the certificate of incorporation of
FREDERICKSBURG CYCLISTS, INC.

*was this day issued and admitted to record in this office
and that the said corporation is authorized to transact its
business subject to all the laws of the State applicable to the
corporation and its business.*



State Corporation Commission

George W. Smith

Clerk of the Commission