

State of Indiana
Office of the Secretary of State

CERTIFICATE OF INCORPORATION

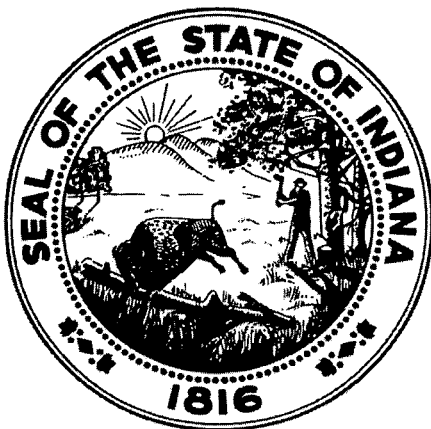
of

SOUTHERN INDIANA WHEELMEN ASSOCIATION, INC.

I, Charles P. White, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation has been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, October 26, 2011.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, October 26, 2011



Charles P. White

CHARLES P. WHITE,
SECRETARY OF STATE

APPROVED AND FILED
CHARLES P. WHITE
INDIANA SECRETARY OF STATE
10/26/2011 2:28 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I - NAME AND PRINCIPAL OFFICE

SOUTHERN INDIANA WHEELMEN ASSOCIATION, INC.

PO BOX 511, FLOYDS KNOBS, IN 47119

ARTICLE II - REGISTERED OFFICE AND AGENT

UNITED STATES CORPORATION AGENTS, INC.
4010 WEST 86TH STREET SUITE D, INDIANAPOLIS, IN 46268

ARTICLE III - INCORPORATORS

BOB PETERS
PO BOX 511, FLOYDS KNOBS, IN 47119
Signature: BOB PETERS

PAUL BEACH
PO BOX 511, FLOYDS KNOBS, IN 47119
Signature: PAUL BEACH

RON MCKIM
PO BOX 511, FLOYDS KNOBS, IN 47119
Signature: RON MCKIM

ARTICLE IV - GENERAL INFORMATION

Effective Date: 10/26/2011

Type of Corporation: Mutual Benefit Corporation (all others)

Does the corporation have members?: Yes

The purposes/nature of business

THIS CORPORATION IS ORGANIZED EXCLUSIVELY FOR ONE OR MORE OF THE PURPOSES AS SPECIFIED IN SECTION 501(C)(7) OF THE INTERNAL REVENUE CODE, INCLUDING, FOR SUCH PURPOSES, THE MAKING OF DISTRIBUTIONS TO ORGANIZATIONS THAT QUALIFY AS EXEMPT ORGANIZATIONS UNDER SECTION 501(C)(7) OF THE INTERNAL REVENUE CODE. THE CORPORATION IS ORGANIZED AND SHALL BE OPERATED ON A NOT-FOR-PROFIT BASIS AND EXCLUSIVELY AS A SOCIAL CLUB WITHIN THE MEANING OF SECTION 501 (C) (7) OF THE INTERNAL REVENUE CODE (OR THE CORRESPONDING PROVISIONS

OF ANY FUTURE UNITED STATES FEDERAL TAX LAW). THE PURPOSE OF THIS CORPORATION IS TO ENGAGE IN ANY LAWFUL ACT OR ACTIVITY, OTHER THAN CREDIT UNION BUSINESS, FOR WHICH A CORPORATION MAY BE ORGANIZED UNDER SUCH LAW. THE SPECIFIC PURPOSES OF THIS CORPORATION ARE: TO PROMOTE, ADVANCE, AND IMPROVE THE SPORT OF BICYCLING.

Distribution of assets on dissolution or final liquidation

UPON THE DISSOLUTION OF THIS CORPORATION, ITS ASSETS REMAINING AFTER PAYMENT, OR PROVISION FOR PAYMENT, OF ALL DEBTS AND LIABILITIES OF THIS CORPORATION SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(7) OF THE INTERNAL REVENUE CODE OR SHALL BE DISTRIBUTED TO THE FEDERAL GOVERNMENT, OR TO A STATE OR LOCAL GOVERNMENT, FOR A PUBLIC PURPOSE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY A COURT OF COMPETENT JURISDICTION 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

NO SUBSTANTIAL PART OF THE ACTIVITIES OF THIS CORPORATION SHALL CONSIST OF CARRYING ON PROPAGANDA, OR OTHERWISE ATTEMPTING TO INFLUENCE LEGISLATION (EXCEPT AS OTHERWISE PROVIDED BY SECTION 501(H) OF THE INTERNAL REVENUE CODE), AND THIS CORPORATION SHALL NOT PARTICIPATE IN, OR INTERVENE IN (INCLUDING THE PUBLISHING OR DISTRIBUTION OF STATEMENTS), ANY POLITICAL CAMPAIGN ON BEHALF OF, OR IN OPPOSITION TO, ANY CANDIDATE FOR PUBLIC OFFICE.

NO PART OF THE NET EARNINGS OF THIS CORPORATION SHALL INURE TO THE BENEFIT OF, OR BE DISTRIBUTABLE TO, ITS MEMBERS, DIRECTORS, OFFICERS, OR OTHER PRIVATE PERSONS, EXCEPT THAT THIS 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 THESE ARTICLES.

NOTWITHSTANDING ANY OTHER PROVISION OF THESE ARTICLES, THE CORPORATION SHALL NOT CARRY ON ANY OTHER ACTIVITIES NOT PERMITTED TO BE CARRIED ON BY A CORPORATION EXEMPT FROM FEDERAL INCOME TAX UNDER SECTION 501(C)(7) OF THE INTERNAL REVENUE CODE, OR THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. UPON THE DISSOLUTION OF THE CORPORATION, ASSETS SHALL BE DISTRIBUTED FOR ONE OR MORE EXEMPT PURPOSES WITHIN THE MEANING OF SECTION 501(C)(7) OF THE INTERNAL REVENUE CODE, OR CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE. ANY SUCH ASSETS NOT SO DISPOSED OF SHALL BE DISPOSED OF BY THE COURT OF COMPETENT JURISDICTION 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. THIS ORGANIZATION IS NEITHER ORGANIZED FOR PROFIT NOR ORGANIZED TO ENGAGE IN AN ACTIVITY ORDINARILY CARRIED ON FOR PROFIT, AND NO PART OF THE NET EARNINGS OF THIS ORGANIZATION WILL BENEFIT ANY PRIVATE SHAREHOLDER OR INDIVIDUAL

ALL REFERENCES TO SECTIONS OF THE INTERNAL REVENUE CODE SHALL INCLUDE SUCH SECTIONS AS OF THE DATE HEREOF AND THE CORRESPONDING SECTION OF ANY FUTURE FEDERAL TAX CODE.