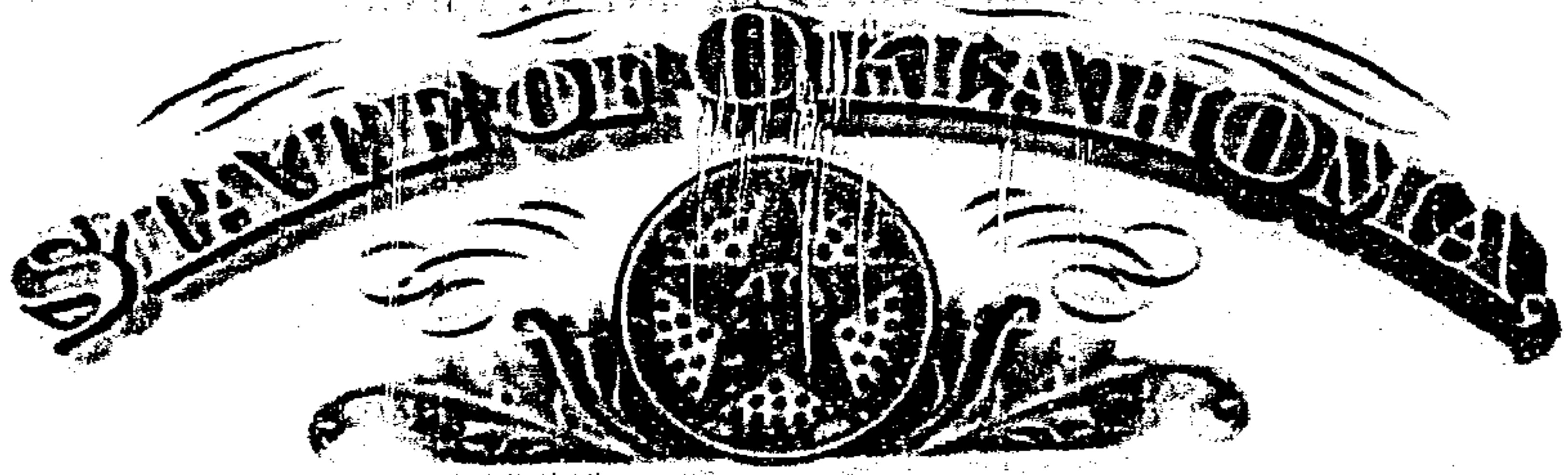


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OFFICE OF THE SECRETARY OF STATE



NON-PROFIT

CERTIFICATE OF INCORPORATION

To all to Whom these Presents shall Come, Greetings:
WHEREAS, Articles of Incorporation duly signed and verified of
THE OKLAHOMA CITY VELO CLUB

have been filed in the office of the Secretary of State as provided by the Laws of the State of Oklahoma.

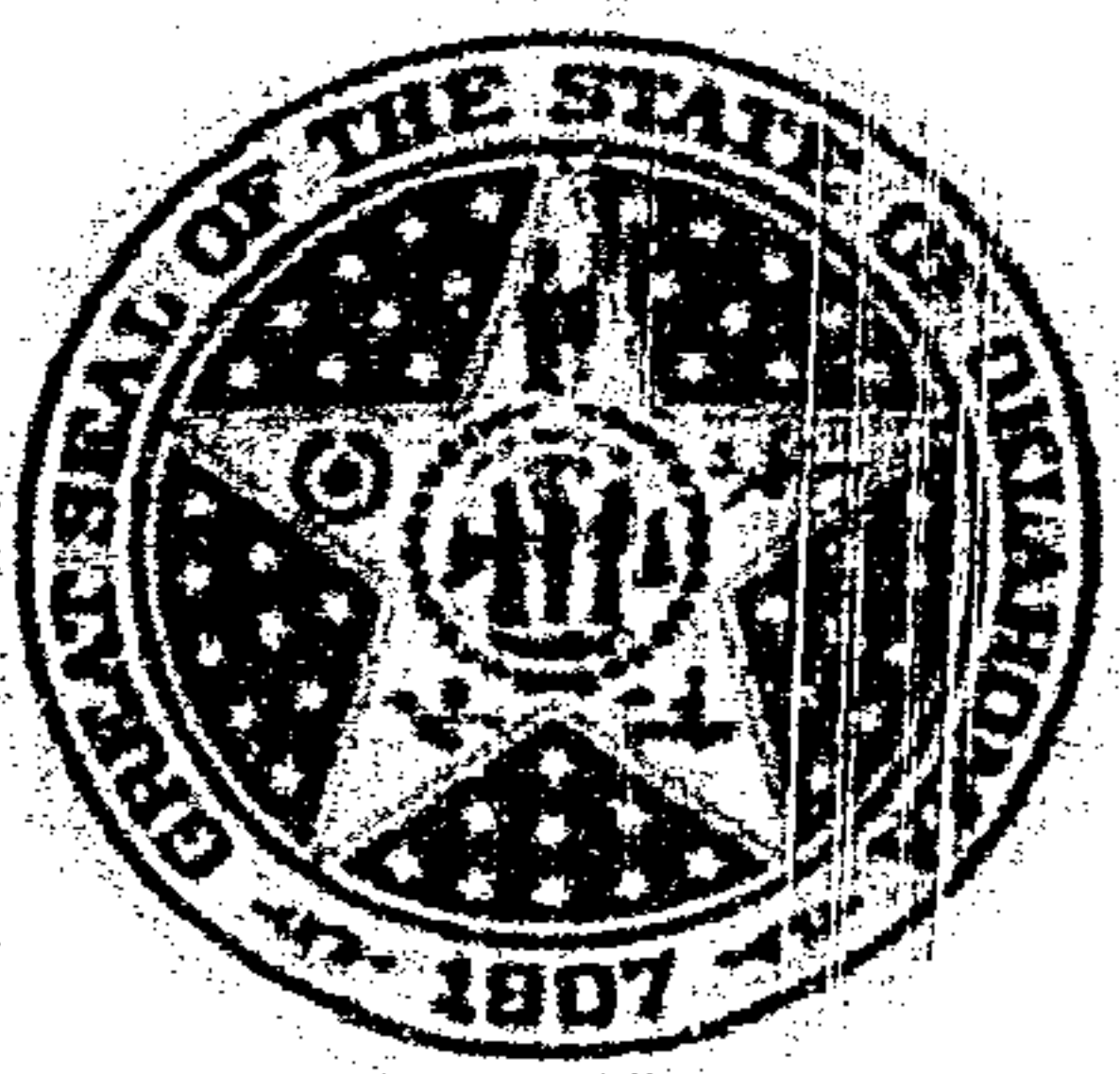
NOW THEREFORE, I, the undersigned, Secretary of State of the State of Oklahoma by virtue of the powers vested in me by Law, do hereby issue this Certificate of Incorporation.

IN TESTIMONY WHEREOF, I hereunto set my hand and cause to be affixed the Great Seal of the State of Oklahoma.

Filed at the City of Oklahoma City, this 24th
day of February, A.D. 19 05

J. Emmett B. Johnson
Secretary of State

By *Brandt P. Young*



DN 428760

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ARTICLES OF INCORPORATION
OF
THE OKLAHOMA CITY VELO CLUB

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

TO THE SECRETARY OF STATE OF THE STATE OF OKLAHOMA:

We, the undersigned trustees of The Oklahoma City Velo Club, whose names and addresses are set forth below, being persons legally competent to enter into contracts, for the purpose of forming a nonprofit, charitable corporation under the laws of the State of Oklahoma, 18 O.S. 1971 and Supp. 1983 §§851-64, do hereby adopt the following Articles of Incorporation:

ARTICLE I

The name of this corporation is:

The Oklahoma City Velo Club

ARTICLE II

The name and address of the registered agent of this corporation in the State of Oklahoma and the address of the registered office of this corporation in the State of Oklahoma, which is the same as the address of its registered agent, are:

Jim Baker
2420 N.W. 12th
Oklahoma City, OK 73107

ARTICLE III

The Corporation shall have perpetual duration.

ARTICLE IV

The Corporation shall be governed and managed by a Board of Trustees consisting of at least three members, who shall be elected in accordance with the Bylaws of the Corporation.

ARTICLE V

The corporation is organized and shall be operated exclusively for the charitable and public purpose of promoting the sport of bicycle racing; promoting bicycle safety education; and the sponsorship of one or more bicycle racing teams and bicycle racing events. The Corporation may engage in all activities permitted under Chapter 19 and Chapter A of Title 18 of the

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OKLAHOMA SECRETARY
OF STATE

Oklahoma Statutes which are not in conflict with other provisions of these Articles of Incorporation or the Bylaws of the Corporation.

ARTICLE VI

The Corporation is not organized for pecuniary profit and does not afford pecuniary gain, incidentally or otherwise, to its members, and no part of the earnings or assets of the Corporation shall inure to the benefit of the Trustees, members, officers or employees of the Corporation, or to any individual or any organization not a proper subject for nonprofit purposes, except to the extent of reasonable compensation to officers or employees for services performed on behalf of the Corporation as provided in its Bylaws.

ARTICLE VII

The Corporation shall not be authorized to issue share certificates or to declare dividends.

ARTICLE VIII

Upon the dissolution of the Corporation, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, distribute the residual assets of the Corporation to one or more organizations which themselves are exempt from Federal income tax as organizations described under Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1954, or the corresponding provisions of any future United States Internal Revenue Law or regulations as the Board of Trustees shall determine. Any of such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Corporation is then located, exclusively to such organizations, as said court shall determine.

ARTICLE IX

No part of the activities of the Corporation shall be carrying on propaganda, or otherwise attempting to influence legislation, or participating in, or intervening in (including the publication or distribution of statements), any political campaign on behalf of any candidate for public office.

ARTICLE X

Four Trustees shall be elected at the first meeting, who shall each serve an initial term of one year.

ARTICLE XI


The initial Board of Trustees of the Corporation shall consist of the following four members:

<u>Name</u>	<u>Address</u>
Randall Nichols	2228 W. Kavanaugh Oklahoma City, Oklahoma 73120
Jim Baker	2420 N.W. 12th Oklahoma City, Oklahoma 73107
Brian Kerns	1318 Pennington Edmond, Oklahoma 73034
Thomas Heenan	2925 Harvey Parkway Oklahoma City, Oklahoma 73103


ARTICLE XII

In furtherance and not in limitation of the powers conferred by the laws of the State of Oklahoma, the Board of Trustees of the Corporation is expressly authorized to make, alter, amend, or repeal the Bylaws in any manner not contrary to the laws of the State of Oklahoma.


IN WITNESS WHEREOF, we have hereunder set our hands and seals this 31st day of January, 1985.




Randall Nichols
2228 W. Kavanaugh
Oklahoma City, Oklahoma 73120



Jim Baker
2420 N.W. 12th
Oklahoma City, Oklahoma 73107



Brian Kerns
1318 Pennington
Edmond, Oklahoma 73034



Thomas Heenan
2925 Harvey Parkway
Oklahoma City, Oklahoma 73103

STATE OF OKLAHOMA)
) SS.
COUNTY OF OKLAHOMA)

BEFORE ME, the undersigned, a Notary Public in and for said County and State, on this 31st day of January, 1985, personally appeared Randall Nichols, Jim Baker, Brian Kerns and Thomas Keenan, to me known to be the identical persons who executed the foregoing instrument and acknowledged to me that they executed the same as their free and voluntary act and deed, for the uses and purposes therein set forth.

Witness my hand and official seal the day and year last above written.

Margaret Landon
Notary Public

My Commission Expires:
Feb 15 1986

(SEAL)