

Amended Articles of Incorporation  
Fredericksburg Cyclists, Inc

Restatement and Amendment of Articles of Incorporation dated March 20, 1989.

ARTICLE I

The name of the corporation is Fredericksburg Cyclists, Inc.

ARTICLE II

The primary purpose for which the incorporated association is created is to provide its members an opportunity to gather with other bicycling enthusiasts for social, recreational, and other activities.

ARTICLE III

The corporation shall offer memberships to any individual who is at least 18 years of age and has properly completed an application for membership and accompanying waiver of liability.

ARTICLE IV

The registered agent of the corporation is Michael J. Barrett, Esquire, and the registered address of the corporation is located in the city Fredericksburg at 816 William Street, Fredericksburg VA, 22401. The registered agent is a resident of the State of Virginia and a member of the Virginia State Bar.

ARTICLE V

The Board of Directors, known as the Executive Board in the Corporation's By Laws, shall consist of 4 directors:

Al Matera  
(address)

John Summer  
(address)

Dennis Krepp  
(address)

William Morris  
(address)

## Article VI

The following prohibitions shall apply to the Corporation:

(a) The Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under Section 501(c)(7) of the IRS Code, with the exception of the event called the "Cannonball", or the corresponding provision of any future United States internal revenue law.

(b) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the 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 the statement of purpose described in Article II. The property of this corporation is irrevocably dedicated to 501(c)(7) exempt purpose(s)] and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private individual.

(c) In the event of dissolution of Fredericksburg Cyclists, Inc., all the assets of the corporation shall be distributed to a nonprofit fund, association or corporation which is organized and operated exclusively for tax exempt purposes which are reasonably related to the purposes and goals of this corporation as may be determined by the Board of Directors of this corporation in its sole discretion, and which has established its tax exempt status under 501(c) (3) of the Internal Revenue Code of 1986, as amended.

Dated:

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Albert A. Matera , Incorporator