

ARTICLES OF INCORPORATION
OF
SOUTHWEST IDAHO MOUNTAIN BIKING
ASSOCIATION, INC.

AUG 14 3 39 PM '01

SEC. STATE DATE

The undersigned, acting as the incorporator of a nonprofit corporation ("Corporation") organized under and pursuant to the Idaho Nonprofit Corporation Act, Chapter 3, Title 30, Idaho Code ("Act"), adopts the following Articles of Incorporation ("Articles").

ARTICLE I

Name

The name of the Corporation is the Southwest Idaho Mountain Biking Association, Inc.

ARTICLE II

Non-Profit Status

The Corporation is a non-profit corporation.

ARTICLE III

Period of Duration

The period of duration of the Corporation is perpetual.

ARTICLE IV

Registered Office and Agent

The location of the Corporation is in the City of Boise, County of Ada, and in the State of Idaho. The address of the initial registered office is 1001 West Idaho, Suite 400, Boise, Idaho 83702, and the name of the initial registered agent at this address is Thomas P. Baskin, III.

ARTICLE V

Purposes

The purposes for which the Corporation is organized and will be operated are as follows:

(a) To create and enhance mountain biking opportunities in Southwest Idaho by:

ARTICLES OF INCORPORATION - 1
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(i) educating trail users about safe and responsible trail use;

(ii) educating the public about the values and benefits of mountain biking;

(iii) educating the public about the value of open space and natural resource preservation;

(iv) promoting appreciation of and care for public lands;

(v) building and maintaining trail systems for public use; and

(vi) encouraging dialogue between trail users and public/private landowners.

(b) Charitable, religious, educational, or scientific within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, including, for such purposes, the making of distributions to organizations that qualify as exempt under such Section 501(c)(3).

(c) To exercise all powers granted by law necessary and proper to carry out the foregoing purposes, including, but not limited to, the power to accept donations of money, property, whether real or personal, or any other things of value. Nothing herein contained shall be deemed to authorize or permit the Corporation to carry on any business for profit, to exercise any power, or to do any act that a corporation formed under the Act, or any amendment thereto or substitute therefor, may not at that time lawfully carry on or do.

ARTICLE VI

Limitations

No part of the net earnings or the assets of the Corporation shall inure to the benefit of, or be distributable to, its members, directors, 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 Article V hereof. No substantial part of the activities of the Corporation shall be for the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other

provisions 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)(3) of the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE VII

Members

The Corporation shall have members who shall have such rights as are provided in the Act that are consistent with the management authority that these Articles grant the Board of Directors of the Corporation. Any person may become a member of the Corporation upon payment of the annual dues fixed by the Board of Directors.

ARTICLE VIII

Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors. The number of Directors serving on the Board of Directors shall be fixed in accordance with the Corporation's Bylaws. Each Director of the Corporation shall, at all times, be a member of the Corporation. Other than the Directors constituting the initial Board of Directors, who are designated in these Articles, the Directors shall be elected by the existing members of the Corporation in the manner and for the term provided in the Bylaws of the Corporation.

The name and street address of the persons constituting the initial Board of Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Jeffrey Lehn	3911 South Stonegate Avenue Boise, Idaho 83706
Steve Steubner	2001 Mortimer Court Boise, Idaho 83712
Dave Thomas	917 East Washington Boise, Idaho 83712
Tom Baskin	900 West Braemere Road Boise, Idaho 83702
Doraine Raichart	6537 West Wintergard Street Boise, Idaho 83703

Rich Rayhill	983 East Holly Boise, Idaho 83712
Sue Chelstrom	11159 West Blue Canyon Boise, Idaho 83713
Bill Mullane	5698 Collister Boise, Idaho 83703
Shawn Grossman	2321 West 21st Boise, Idaho 83702
Leo Hennessy	2589 East Bergeson Boise, Idaho 83706
Bob Roehl	3312 Agate Court Boise, Idaho 83705
Brad Purdy	2019 North 17th Street Boise, Idaho 83702
David Smith	3579 Veranda Way Boise, Idaho 83706
Mary Law-Smith	3579 Veranda Way Boise, Idaho 83706
Mark Anderson	3974 Oak Park Place Boise, Idaho 83703
Jeff Skillern	121 Horizon Circle Boise, Idaho 83702
Margie Rosenberg	8170 West Beckton Boise, Idaho 83714
Christine Hahn	2608 Woodlawn Avenue Boise, Idaho 83702
Chris Guill	1568 Riverstone Lane, #204 Boise, Idaho 83706
Harley Parson	4295 South Falconrest Boise, Idaho 83716

ARTICLE IX

Membership Dues

Membership dues may be charged to all members or classes of membership in equal amounts or in different amounts or proportions upon different members or classes of membership and some members or classes of membership may be made exempt from such membership dues. The Board of Directors is authorized to fix the amount of membership dues from time to time, and to make them payable at such times or intervals, and upon such notice, and by such methods as the Board of Directors may prescribe.

ARTICLE X

Distribution on Dissolution

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, distribute all the assets of the Corporation consistent with the purposes of the Corporation to such organization or organizations as shall at that time qualify as exempt organizations under 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, in such manner as the Board of Directors shall determine. Any such assets not so distributed shall be distributed by the district court of the county in which the principal office of the Corporation is then located, exclusively for the purposes or to such organizations, as such court shall determine to be consistent with the purposes of the Corporation.

ARTICLE XI

Incorporator

The name and street address of the incorporator is THOMAS P. BASKIN, III, 1001 West Idaho Street, Suite 400, P.O. Box 6756, Boise, Idaho 83707.

ARTICLE XII

Bylaws

Provisions for the regulation of the internal affairs of the Corporation shall be set forth in the Bylaws.

The Board of Directors of the Corporation shall be authorized to amend the Corporation's Bylaws at a properly noticed special or regular meeting of the Board of Directors.

Dated this 14 day of August, 2001.



THOMAS P. BASKIN, III