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Trey Grayson  
Secretary of State  
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ARTICLES OF INCORPORATION

OF

BICYCLING FOR LOUISVILLE INC.

WE, THE UNDERSIGNED, having associated for the purposes of forming a non-profit, non-stock corporation, under and pursuant to the laws of the Commonwealth of Kentucky, and more particularly Chapter 273, Kentucky Revised Statutes (KRS), hereby certify as follows:

ARTICLE I

The name of the Corporation shall be:

Bicycling for Louisville, Inc.

ARTICLE II

The duration of the Corporation shall be perpetual.

ARTICLE III

The address of the registered office of the corporation is:

128 McCreedy Avenue  
Louisville, Kentucky 40206-2707

The name of the initial registered agent for service of process, located at such address is:

Barry L. Zalph

The principal office of the Corporation is located at:

P.O. Box 4764  
Louisville, Kentucky 40204-4764

Other places of business in said city or elsewhere may be designated by resolution of the Board of Directors.

ARTICLE IV

The Corporation is organized and shall be operated exclusively for charitable and educational purposes as described within Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), including for such

purposes the making of distributions to organizations and individuals for the purpose of engaging in activity falling within the purposes of the Corporation and permitted for an organization exempt under said Section 501(c)(3).

The purposes of the Corporation shall be more specifically stated as follows:

1. to improve physical and mental health, educational outcomes, productivity, environmental quality, and quality of life by increasing the amount and safety of bicycling in the metropolitan area of Louisville Kentucky. To achieve this, the corporation will:
  - a) work with individuals and institutions to encourage and support increased bicycling in the Louisville region;
  - b) conduct education, technical advising, and advocacy programs to improve the safety, convenience, and attractiveness of bicycling in the Louisville region; and
  - c) conduct research into factors affecting the safety, attractiveness and amount of bicycling; and
2. to engage in other charitable and educational activities consistent with the above purposes.

#### ARTICLE V

The Corporation shall be irrevocably dedicated to and operated exclusively for non-profit purposes. No part of the net earnings 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 IV hereof.

#### ARTICLE VI

In carrying out the corporate purposes described in Article IV, the Corporation shall have all the powers granted by the laws of the State of Kentucky, including in particular those listed in KRS 273.171 (or corresponding provision of any later State statute), except as follows and as otherwise stated in these Articles:

a) No substantial part of the activities of the Corporation shall be 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.

b) Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on:

1) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding provisions of any subsequent Federal tax laws.

2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

c) If and so long as the Corporation is a private foundation as defined in Section 509(a) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws:

1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any later tax laws.

5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any later Federal tax laws.

**ARTICLE VII**

The name and address of the incorporator is:

Barry L. Zalph,	128 McCready Avenue Louisville, KY 40206-2707
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**ARTICLE VIII**

The initial Board of Directors shall consist of 5 (five) Directors. The names and addresses of the members of the initial Board of Directors are:

<b><u>DIRECTOR</u></b>	<b><u>ADDRESS</u></b>
Cheryl Brawner	315 Sprite Road Louisville, KY 40207
H. Michael Crawford	12103 Hazelwood Road Anchorage, KY 40223
Mark French	908 Exmoor Avenue Louisville, KY 40223
Mike Hewitt	305 McConnell Drive New Albany, IN 47150
Stewart Prather	4211 Norbourne Boulevard Louisville, KY 40207

**ARTICLE IX**

The initial By-Laws shall be adopted by the initial Board of Directors. Thereafter, the Corporation shall be governed by the By-Laws.

Any director may be removed for cause pursuant to By-Laws provisions regarding grounds and procedures for such removal.

**ARTICLE X**

a) The directors, officers, employees and members of this Corporation shall not be held personally liable for any debt or obligation of the Corporation solely because of their position in the Corporation.

b) Any person serving on the Board of Directors of this Corporation shall not be held personally liable for monetary damages resulting from the breach of his/her duties as a director unless such act, omission or breach:

- 1) concerned or concerns a transaction in which the director's personal financial interest was or is in conflict with the financial interests of the Corporation;
- 2) was not in good faith or involved or involves intentional misconduct on the part of the director;
- 3) was known by the director to be a violation of law;  
or
- 4) resulted in an improper personal benefit to the director.

#### ARTICLE XI

The Corporation may indemnify any director or officer or former director or officer of the Corporation against any expenses actually and reasonably incurred by him/her in connection with the defense of any action, suit or proceeding, civil or criminal, in which s/he is made a party by reason of being or having been such director or officer, except in relation to matters as to which s/he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. The Corporation may make any other indemnification permitted by law and authorized by its Articles of Incorporation, or its By-laws or a resolution adopted after notice to members entitled to vote.

#### ARTICLE XII

In the event of dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the Corporation exclusively for the purposes of the Corporation, in such manner, or to such organizations organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or corresponding provisions of any later Federal tax laws), or to the Federal government or to a State or local government for a public purpose as the Board of Directors shall determine.

The remaining assets, if any, shall be disposed of by the Circuit Court of the county in which the principal office for the Corporation is then located, exclusively for such purposes or to such organizations as said Court shall determine are organized and operated exclusively for such purposes.

**ARTICLE XIII**

Amendments to these Articles shall be made pursuant to the provisions of KRS 273.263 (or corresponding provision of any later State statute).

IN TESTIMONY WHEREOF, witness the signature of the Incorporator of this Corporation, this 9th day of December, 2004, 2004.

Barry L. Zalph  
BARRY L. ZALPH, INCORPORATOR

STATE OF KENTUCKY    )  
  )  
COUNTY OF JEFFERSON )

The foregoing Articles of Incorporation were acknowledged before me this 9th day of December, 2004, by Barry L. Zalph. Witness my signature and seal of office.

My Commission Expires: January 8, 2005.

Lisa Kilkelly  
NOTARY PUBLIC  
STATE AT LARGE, KENTUCKY

This Document Prepared By:

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