

ARTICLES OF INCORPORATION
OF
CUMBERLAND VALLEY CYCLING CLUB , INC.

These Articles of Incorporation are signed by the Incorporator(s) for the purpose of forming a non-profit corporation pursuant to the provisions of the Kentucky Business Corporation Act, KRS Section 273 et seq.

ARTICLE I

The name of the corporation is **CUMBERLAND VALLEY CYCLING CLUB, INC.**

ARTICLE II

The purposes for which the Corporation is organized, include, but are not limited to, encouraging bicycling for health, recreation, and transportation; promoting bicycle safety; improving bicycling facilities; furthering all phases of bicycling; and any and all other lawful purposes which the CVCC may deem appropriate, to be conducted in accordance with the by-laws of Cumberland Valley Cycling Club, Inc., to receive, to hold and disburse gifts, bequests and funds for said purposes; to own and maintain suitable real estate and buildings for its purposes; and to do all things necessary and incidental thereto and to conduct any business not prohibited by the Kentucky Non-Profit Corporations Act, KRS 273, et seq. and in accordance with the Internal Revenue Service Rules and Regulations as they apply to non-profit corporations.

ARTICLE III

The Corporation shall have and exercise all powers necessary or convenient to effect

effect any or all purposes for which the Corporation is organized, including but not limited limited to the General Powers enumerated in KRS 273.171.

ARTICLE IV

Said organization is organized exclusively for charitable, educational, and scientific purposes, and including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 purpose clause hereof. Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of the organization, the assets shall be distributed to one or more exempt organizations, including, but not limited to, the Bluegrass Cycling Club, Inc., each of said organizations to be exempt within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE V

The address of the registered office is 300 West Fifth Street, London, Kentucky 40741, and the name of its registered agent is Drayer B. Spurlock.

ARTICLE VI

The principal office address of the corporation is 300 West Fifth Street, London, Kentucky 40741.

ARTICLE VII

The corporation shall have no capital stock and shall not operate for profit.

ARTICLE VIII

The duration of the Corporation shall be perpetual.

ARTICLE IX

In no event shall the private property of the incorporators, directors or members either as individuals or as a group, be subject to or in any way liable for, any debt, obligation, or contract of the Corporation.

ARTICLE X

The name and address of the incorporator herein is as follows:

NAME:

ADDRESS:

Drayer B. Spurlock

300 West 5th Street
London, Ky. 40741

ARTICLE XI

The following persons shall serve said Corporation as its initial Board of Directors:

NAME:

ADDRESS:

Drayer B. Spurlock
President

300 West 5th Street, London, KY 40741

Silas Mac Williams
Vice-President

802 South Main Street, London, KY 40741

Alice Del Prince Hendrickson
Treasurer

1187 Crooked Creek Drive, London, KY 40744

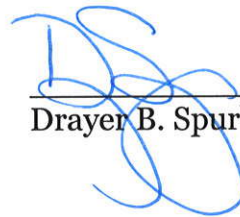
Stephen D. Spurlock
Secretary

540 Nora Belle Road, London, KY 40741

ARTICLE XII

Should any of the directors be unable to serve, whether by resignation, legal disability or death, or a vacancy occurs on the Board of Directors for any reason, the members may appoint some other person to succeed such person, but in the event of no appointment, then all rights, privileges, duties and obligations under these Articles shall inure to the remaining directors.

IN TESTIMONY WHEREOF, witness my signature this the 25th day of April, 2012.

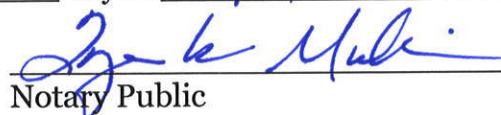


Drayer B. Spurlock

COMMONWEALTH OF KENTUCKY)
)
COUNTY OF LAUREL)

Personally appeared before me, a Notary Public, in and for said County and State, **Drayer B. Spurlock**, with whom I am personally acquainted, and who acknowledged that she executed the within instrument for the purposes therein contained.

Witness my hand this the 25th day of April, 2012.


Notary Public

My commission Expires: August 8, 2012

I, Drayer B. Spurlock, hereby agree and consent to serve as registered office and agent for service of process of CUMBERLAND VALLEY CYCLING CLUB, INC.

WITNESS my hand and official seal of office this the 25th day of April, 2012.

My Commission Expires: August 8, 2012

DRAYER B. SPURLOCK
NAPIER & ASSOCIATES, P.S.C.
300 WEST 5TH STREET
P.O. DRAWER 5087
LONDON, KENTUCKY 40745-5087
(606) 864-2263