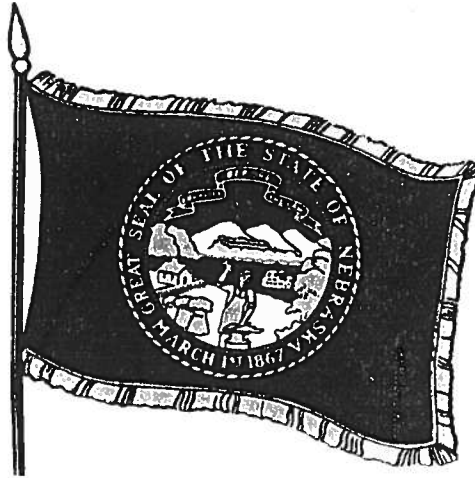


STATE OF

NEBRASKA



United States of America, }
State of Nebraska } ss.

Department of State

I, Allen J. Beermann, Secretary of State of the
State of Nebraska do hereby certify that

GREAT PLAINS BICYCLING CLUB

filed Articles of Incorporation with its
registered office located in Lincoln,
Nebraska, in this office as a nonprofit
corporation on March 1, 1990.

I further certify that said corporation
is in good standing as of this date.

In Testimony Whereof,

I have hereunto set my hand and
affixed the Great Seal of the State
of Nebraska.

Done at Lincoln this

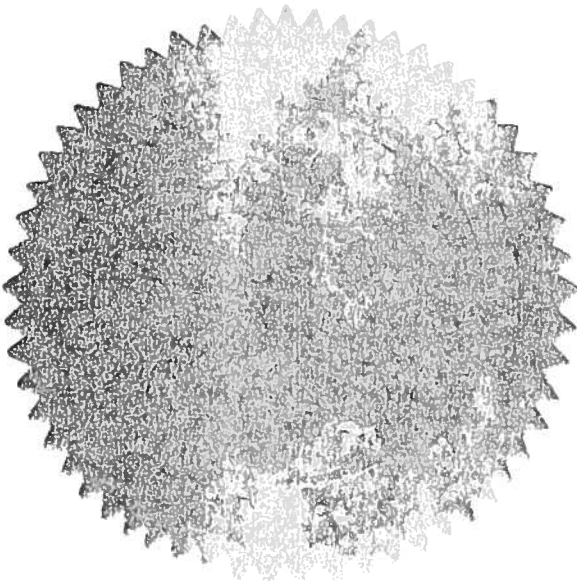
second

day of March

in the year of our Lord, one thou-
sand nine hundred and ninety

Allen J. Beermann
SECRETARY OF STATE

DEPUTY



STATE OF NEBRASKA } SS
SECRETARY'S OFFICE }

Received and filed for
record and recorded on
film roll 90-4 at page 631

Allen J. Beermann
Secretary of State
By Bdm 248/13 pd. 32.00

STATE OF NEBRASKA } SS
Lancaster County }
in said county, the 2 day of March 1990
at 3:45 o'clock P. M. Film No. 90-0205
Fee Paid \$ \$25.00
W. Parker County Clerk Blair Deputy
ARTICLES OF INCORPORATION
OF
GREAT PLAINS BICYCLING CLUB

The undersigned, acting as incorporators of a corporation under the Nebraska Nonprofit Corporation Act, hereby adopt the following Articles of Incorporation for such corporation.

ARTICLE I. NAME

The name of this nonprofit corporation is Great Plains Bicycling Club.

ARTICLE II. DURATION

The period of the corporation's existence shall be perpetual unless sooner dissolved as provided by law.

ARTICLE III. PURPOSES

This corporation is organized for the purpose of promoting the social welfare of the community (1) by educating the public on the safety aspects of bicycling; (2) by educating the public on the health, recreational and sport aspects of bicycling; (3) by encouraging the development of safe and adequate public bicycling facilities, and (4) by providing facilities and services open to the public for recreational and amateur competitive bicycling activities.

ARTICLE IV. POWERS

This corporation shall be a nonprofit corporation, no part of the property or net earnings of which shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes set forth in Article III.

The corporation, except as limited herein, shall have all powers and may engage in all activities allowed by the Nebraska Nonprofit Corporation Act which are related to the performance of the purposes set forth in Article III.

ARTICLE V. DISSOLUTION ON FINAL LIQUIDATION

The assets of this nonprofit corporation upon a dissolution or a final liquidation shall be applied and distributed as follows:

1. All liabilities and obligations of the corporation shall be paid, satisfied and discharged or adequate provision shall be made therefor.

2. Other assets, if any, shall be distributed in accordance with a plan of distribution adopted at a meeting of the Board of Directors upon receiving a vote of the majority of the directors in office; provided, however, that any such plan of distribution shall dispose of all of the assets of the corporation exclusively to such non-profit organization or organizations as are organized for purposes substantially similar to this corporation or to an organization or organizations which are organized and operated exclusively for charitable, educational, or scientific purposes, as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any 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 has been located exclusively for such purposes, or to such organization or organizations as said court shall determine which are organized and operated exclusively for such purposes.

ARTICLE VI. REGISTERED OFFICE

The address of the initial registered office of the corporation is 1560 South 70th Street, P.O. Box 5526, Lincoln, NE 68505; and the name of its registered agent at such address is Richard P. Nelson.

ARTICLE VII. BOARD OF DIRECTORS

The number of directors constituting the initial Board of Directors of the corporation shall be five (5) and the names and addresses of the persons who are to serve as the initial directors are:

<u>Name</u>	<u>Address</u>
Barb Hopkins	1840 Monterey Drive Lincoln, NE 68506

Rick Dockhorn	742 West Sumner Circle Lincoln, NE 68522
Denise Fisher	1626 South 22nd Lincoln, NE 68502
Doyle Kernes	7040 Seward Lincoln, NE 68507
Cristy Huber	4141 Normal Blvd. Lincoln, NE 68506

No contract or other transaction between the corporation and one or more of its directors or any other corporation, firm, association or entity in which one or more of its directors are directors or officers or are financially interested, shall be either void or voidable because of such relationship or interest or because such director or directors are present at the meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction or because his or their votes are counted for such purpose if:

1. The fact of such relationship or interest is disclosed or known to the board of directors or committee which authorizes, approves or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of such interested directors; or

2. The fact of such relationship or interest is disclosed or known to the member and the member authorizes, approves or ratifies such contract or transaction by vote or written consent; or

3. The contract or transaction is fair and reasonable to the corporation.

Common or interested directors may be counted in determining the presence of a quorum at a meeting of the board of directors or a committee thereof which authorizes, approves or ratifies such contract or transaction.

ARTICLE VIII. MEMBERS

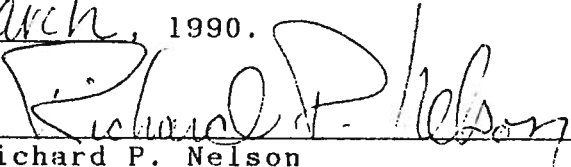
The corporation shall have one class of members with voting rights and such additional classes of members without voting rights as may be established in the Bylaws. The qualifications for membership shall be set forth in the Bylaws.

ARTICLE IX. INCORPORATORS

The name and address of each incorporator is:

<u>Name</u>	<u>Address</u>
Richard P. Nelson	1560 South 70th Street Lincoln, NE 68506
Denise L. Fisher	1626 South 22nd Street Lincoln, NE 68502

Dated this 1st day of March, 1990.



Richard P. Nelson



Denise L. Fisher