

State of Utah
Department of Commerce
Division of Corporations and Commercial Code
hereby certified that the foregoing has been filed
and approved on this 10 day of Jan 2007
in this office of this division and hereby issue
the Certificate of thereof

Examiner Valerie J. Jones Date 2/14/07



Tracy Berg
Secretary

Utah Cycling Association

Articles of Incorporation

Amended October 27, 2006

AMENDMENT

Article 1

The name of the Corporation is "Utah Cycling Association" (Corporation)

Article 2

This Corporation is a Nonprofit, Public Benefit Corporation

Article 3

The period of duration of the Corporation is Perpetual.

Article 4

The name and street address of the Registered Agent and Registered Office in Utah is

James M Ferguson
8118 Deer Run Way
Ogden, UT 84405

Article 5

The names and addresses of each Incorporator is.

Dirk Cowley
7418 South Creekview Cove
Salt Lake City, UT 84121

James Ferguson
8118 Deer Run Way
Ogden, UT 84405

Aaron Jordin
6798 S Pine View Circle
Salt Lake City, UT 84121

Todd Hageman
3695 Sunridge Dr
Park City, UT 84098

Rob Van Kirk
219 South 20th Avenue
Pocatello, ID 83201

FILED
FEBRUARY 14 2007
SALT LAKE CITY

Article 6

The Corporation has voting members as outlined in the Bylaws

Article 7

Upon dissolution of the Corporation known as Utah Cycling Association, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code, or corresponding section of any future Federal Tax Code, or shall be distributed to the Federal, State, or Local Government for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the County in which the principal office of the Corporation is then 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 8

The Corporation is formed for the following purposes

1. To conduct, coordinate, promote and seek the advancement of amateur bicycle racing in the State of Utah.
2. To support and develop amateur athletes for national and international competition
3. To create programs to assist riders in the development of their competitive skills and to ensure safe competition
4. Coordinate and organize a balanced race calendar with minimal overlap of events.
5. Encourage Promoters to provide races that meet the category-specific National Governing Body (NGB) time or distance requirements for rider upgrade
6. Provide for effective communications among Racers, Clubs, Promoters, and Officials by encouraging a spirit of cooperation and volunteerism.
7. Seek to attract corporate sponsorship in order to fund and support UCA activities
8. Serve as a unified body that will best represent amateur Utah bicycle racers in discussions, regarding their needs and desires, with their governing bodies

9 To engage in any lawful act for which a nonprofit corporation may be organized.

10 And all other legal powers permitted a Nonprofit Corporation

The Corporation is organized exclusively for charitable, educational, religious or scientific purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code.

Article 9

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 to and expenses incurred on behalf of the Corporation

Article 10

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 (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office.

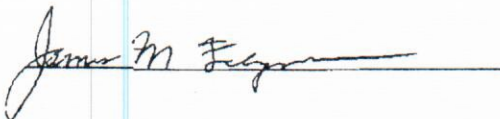
Article 11

Notwithstanding any other provisions of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501 (c)(4) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170(c)2 of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Article 12

The effective date of this document is the date it is filed by The State of Utah Division of Corporations and Commercial Code

In affirmation of the facts stated above,



INTERNAL REVENUE SERVICE
P O BOX 2508
CINCINNATI, OH 45201

DEPARTMENT OF THE TREASURY

Date OCT 2 2006

UTAH CYCLING ASSOCIATION
C/O JAMES M FERGUSON
8118 DEER RUN WAY
OGDEN, UT 84405-0000

Employer Identification Number
20-4261433
DLN
506283019
Contact Person
R DIZON ID# 95004
Contact Telephone Number:
(877) 829-5500
Accounting Period Ending:
December 31
Form 990 Required
Yes
Effective Date of Exemption
February 03, 2006
Contribution Deductibility
No

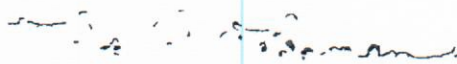
Dear Applicant

We are pleased to inform you that upon review of your application for tax-exempt status we have determined that you are exempt from Federal income tax under section 501(c)(4) of the Internal Revenue Code. Because this letter could help resolve any questions regarding your exempt status, you should keep it in your permanent records.

Please see enclosed Information for Organizations Exempt Under Sections Other Than 501(c)(3) for some helpful information about your responsibilities as an exempt organization.

Contributions to you are not deductible by donors under section 170(c)(2) of the Code.

Sincerely,


Lois G Lerner
Director, Exempt Organizations
Rulings and Agreements

Enclosure: Information for Organizations Exempt Under Sections Other Than 501(c)(3)

Letter 948 (DO/CG)

January 9, 2007

Utah Cycling Association
James Ferguson, Executive Director
8118 Deer Run Way
Ogden, UT 84405

Utah State Department of Commerce
160 E 300 S 2nd Floor
PO Box 146705
Salt Lake City, UT 84114-6705

RE. Change to Articles of Incorporation

Employee Identification Number 20-4261433

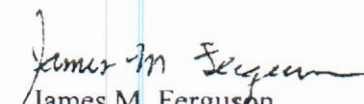
To Whom It May Concern

Our Corporation recently changed our Articles of Incorporation. The Articles of Incorporation were only changed to reflect that we are registered as a 501 (c) 4 in stead of a 501 (c) 3 with the Internal Revenue Service. These changes were required by the Internal Revenue Service in order for us to gain a tax exempt status. I have enclosed copies of the newly revised Articles of Incorporation of the Utah Cycling Association.

I have also enclosed a copy of the correspondence from the Internal Revenue Service granting us the tax exempt status under section 501 (c) 4 of the Internal Revenue Code of the United States.

Please let me know if you need any further information regarding these changes.

Sincerely,


James M. Ferguson
Executive Director

Enclosures: 1 Articles of Incorporation, Utah Cycling Association, revised 10-27-06
2 IRS Correspondence concerning tax exempt status dated 10-23-06

02022007
Receipt Number 202701
MIM 0701 5.700