

**ARTICLES OF INCORPORATION
OF
CHARLOTTESVILLE BICYCLE CLUB**

The undersigned, intending to form a Virginia nonstock corporation pursuant to Chapter 10 of Title 13.1 of the Code of Virginia, states as follows:

**ARTICLE 1
CORPORATE NAME**

The name of the corporation is Charlottesville Bicycle Club (“Corporation”).

**ARTICLE 2
PURPOSES**

The Corporation is organized and shall be operated exclusively to encourage the safe participation in, and to promote the recreational, athletic, health, and social benefits of, bicycling. Subject to the limitations set forth herein, the Corporation may conduct any or all lawful affairs, not required to be stated specifically in these articles, for which corporations may be incorporated under the Virginia Nonstock Corporation Act and Section 501(c)(7) of the Internal Revenue Code (“Code”).

**ARTICLE 3
RIGHTS AND RESTRICTIONS**

The Corporation shall not be operated for profit. The Corporation may engage only in activities that may be carried on by a tax exempt organization under Section 501(c)(7) of the Code, and shall not possess or exercise any power or authority that would prevent it from qualifying for and maintaining tax exempt status under Section 501(c)(7) of the Code. No part of the net earnings of the Corporation shall inure to the benefit of or be distributable to its incorporator, 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 its authorized nonprofit purposes. 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 or in opposition to any candidate for public office.

ARTICLE 4
MEMBERS

The Corporation shall have one or more classes of members with such designations, qualifications and rights as set forth in the bylaws.

ARTICLE 5
DIRECTORS

The affairs of the Corporation shall be managed by a Board of Directors. The number and qualifications of directors of the Corporation shall be set forth in the Bylaws. Directors shall be elected annually by the incumbent directors of the Corporation to succeed those directors whose terms have expired or to fill vacancies that occurred during a prior term.

ARTICLE 6
REGISTERED AGENT AND OFFICE

The name of the corporation's initial registered agent is Todd M. Stansbury, who is a resident of Virginia and an initial director of the Corporation.

The address of the Corporation's initial registered office, which is identical to the business office of the initial registered agent, is 1935 Blue Ridge Road, Charlottesville, VA 22903. The registered office is located in the City of Charlottesville, Virginia.

ARTICLE 7
INITIAL DIRECTORS

The names and addresses of the persons who are to serve as the initial directors of the Corporation until the first annual meeting or until their successors are duly elected are:

Todd M. Stansbury
1935 Blue Ridge Road
Charlottesville, VA 22903

Constance M. Hendy
901 Carpenter Drive
North Garden, VA 22959

ARTICLE 8
DISSOLUTION

In the event that the Corporation is dissolved, and after all of its liabilities and obligations have been paid, satisfied, and discharged, or adequate provisions made therefor, all of the Corporation's remaining assets shall be distributed to one or more organizations, selected by the Board of Directors of the Corporation in its sole discretion, that qualify as exempt under Section 501(c)3 or as an exempt social and recreational cycling club under Section 501(c)7 of the Code at the time of distribution. In no event shall any of such assets or property be distributed to any member, director or officer of the Corporation, or to any private individual.

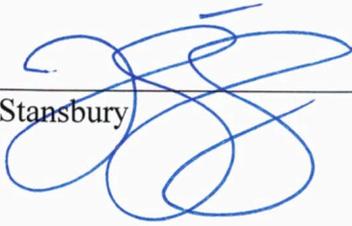
ARTICLE 9
LIMIT ON LIABILITY

To the fullest extent permitted by the Virginia Nonstock Corporation Act, as it exists on the date hereof or may hereafter be amended, no officer or director of the Corporation shall be

liable in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is a made a party by reason of being or having been an officer or director of the Corporation.

Signed by the Incorporator as of August 9, 2021:

Todd M. Stansbury

A handwritten signature in blue ink, consisting of several overlapping loops and curves, positioned above a horizontal line.