

JAN 05 2001

BILL JONES, Secretary of State

Articles of Incorporation
of the
SONOMA COUNTY BICYCLE COALITION
A California Public Benefit Corporation

I.

The name of this corporation is the Sonoma County Bicycle Coalition.

II.

A. This corporation is a nonprofit Public Benefit Corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. The specific purposes for which this corporation is organized are to promote, encourage and facilitate bicycling as a healthy and environmentally friendly form of transportation, through, without limitation, public service and education.

III.

The name and address in the State of California of this corporation's initial agent for service of process are:

Oren P. Noah
930 First Street
Sebastopol, California 95472.

IV.

A. This corporation is organized and operated exclusively for one or more of the charitable purposes as specified in Section 501(c)(3) of the Internal Revenue Code, 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 corresponding section of any future federal tax code.

B. Notwithstanding any other provisions 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 (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

V.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

VI.

The number of initial Directors of this corporations is eleven. Their names and address are as follows:

Jan Bush
812 Towne Street
Sonoma, CA 95476

Randy Carpenter
2300 Midway Drive
Santa Rosa, CA 95405

J. Michael Eunice
2734 Canterbury Drive
Santa Rosa, CA 95405

Deborah Fudge
375 Jensen Lane
Windsor, CA 95492

Oren P. Noah
930 First Street
Sebastopol, CA 95472

Lou Salz
2212 Firwood Avenue
Santa Rosa, CA 95403

Ken Wells
1919 Lyon Court
Santa Rosa, CA 95403

Joel Woodhull
1301 Ferguson Road
Sebastopol, CA 95472

Linda Picton
443 Derby Lane
Santa Rosa, CA 95404


Warren Watkins
1240 Madelyne Place
Santa Rosa, CA 95409

Ted White
302 Murphy Avenue
Sebastopol, CA 95472

Dated: December 27, 2000

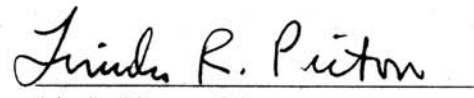

Jan Bush, Director


Randy Carpenter, Director

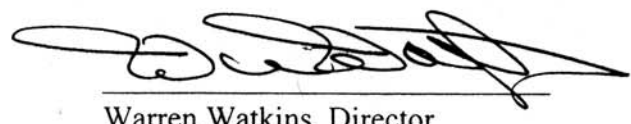

J. Michael Eunice, Director


Deborah Fudge, Director


Oren P. Noah, Director

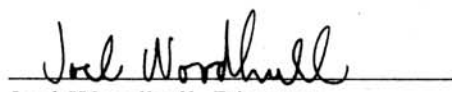

Linda Picton, Director


Lou Salz, Director


Warren Watkins, Director


Ken Wells, Director

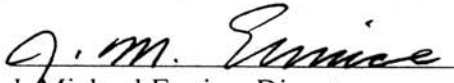

Ted White, Director

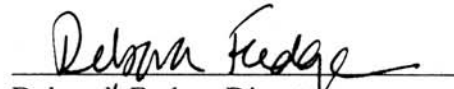

Joel Woodhull, Director

We, the above-mentioned initial Directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

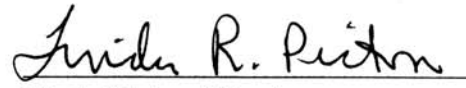

Jan Bush, Director


Randy Carpenter, Director

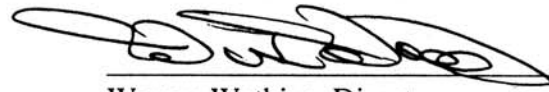

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