

AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
OF  
SHENANDOAH VALLEY BICYCLE COALITION  
A Virginia Nonstock Corporation

1. Name. The name of the Corporation is Shenandoah Valley Bicycle Coalition, formerly known as Shenandoah Mountain Bike Club (the “Corporation”).

2. Purpose. The Corporation is organized exclusively for charitable and educational purposes, including but not limited to building and maintaining trails and related public works suitable for mountain biking, promoting and encouraging recreational road bicycling and safety, cooperating with public authorities in the observance of all traffic regulations, and educating members of the bicycling community and the public generally about effective trail construction and maintenance techniques, and the need for safer bicycling conditions. Subject to the limitations set forth below, 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, as amended from time to time (the “Act”).

3. Activities and Powers.

(a) The Corporation shall not be operated for profit. It may engage only in activities that may be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code (the “Code”), or the corresponding section of any future tax code, or (ii) by a corporation to which contributions and bequests, devises, transfers or gifts are deductible under Sections 170(c)(2), 2055 or 2522 of the Code, as applicable, or the corresponding sections of any future federal tax code. To the extent consistent with Section 501(c)(3) of the Code, the Corporation may exercise any and all powers conferred upon nonstock corporations by Sections 13.1-826 and -827 of the Act.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting, to influence legislation (except as otherwise permitted by Section 501(h) of the Code); and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

(c) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any member, director or officer of the Corporation or other private persons, or any person having a personal or private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and may make payments or distributions in furtherance of the purposes set forth in Article 2 hereof.

4. Registered Office and Agent. The registered office of the Corporation shall be located in the City of Harrisonburg, Virginia and the address of such registered office shall be 375 East Wolfe Street, Harrisonburg, VA 22802. The registered agent shall be Thomas Jenkins, who is a resident of Virginia and a director of the Corporation and whose office is the Corporation's registered office.

5. Directors. The governing body of the corporation shall be the Board of Directors (the “Board”). The number of directors constituting the Board shall be set by the bylaws of the Corporation (the “Bylaws”). The Board shall consist of two classes of directors, the “Class A Directors” and the “Class B Directors.” Each Class shall consist, as nearly as possible, of one-half of the number of directors constituting the Board. The directors shall be elected by the Members of the Corporation in the manner set forth in the Bylaws. Each Director shall serve for a term of two years running from February 1 until January 31, *except* that the Class A Directors shall initially be elected for a term of one year. No Director shall be permitted to serve more than two consecutive terms; however, there shall be no limit on the total number of terms served by any Director.

6. Members. The Corporation shall have one class of members, which shall be the “Common” members. The Common members, and any future or other classes of members, shall have the right to vote on the directors constituting the Board but shall have no other voting rights. All other voting power, including without limitation, the power to vote on amending provisions of the Articles of Incorporation, shall be vested in the Board.

7. Dissolution. Upon the dissolution of the Corporation and the winding up of its affairs, the assets of the Corporation shall be distributed as the Board may determine to one or more entities organized and operated exclusively for charitable, scientific, literary or educational purposes and described in Sections 170(c)(2) and 501(c)(3) of the Code when distributions are to be made to them.

8. Indemnification.

(a) In this Article:

“applicant” means the person seeking indemnification pursuant to this Article;

“expenses” includes counsel fees;

“liability” means the obligation to pay a judgment, settlement, penalty, fine, including any excise tax assessed with respect to an employee benefit plan, or reasonable expenses incurred with respect to a proceeding;

“party” includes an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; and

“proceeding” means any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

(b) In any proceeding brought by or in the right of the Corporation, no Director or officer of the Corporation shall be liable to the Corporation for monetary damages with respect to any transaction, occurrence or course of conduct, whether prior to or subsequent to the effective date of this Article, except for liability resulting from such person's having engaged in willful misconduct or a knowing violation of the criminal law or any federal or state securities laws.

(c) The Corporation shall indemnify (i) any person who was or is a party to any proceeding by reason of being or having been a Director or officer of the Corporation, or (ii) any Director or officer who is or was serving at the request of the Corporation as a director, trustee, partner or officer of another corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise, against any liability incurred in connection with such proceeding unless the Director or officer engaged in willful misconduct or a knowing violation of the criminal law. A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties, or otherwise involve services, to the plan or to participants in or beneficiaries of the plan. The Board, by a majority vote of disinterested directors, may enter into a contract to indemnify any director or officer in respect of any proceedings arising from any act or omission, whether occurring before or after the execution of such contract.

(d) The provisions of this Article shall be applicable to all proceedings commenced after the adoption hereof, arising from any act or omission, whether occurring before or after such adoption. No amendment or repeal of this Article shall have any effect on the rights provided under this Article with respect to any act or omission occurring prior to such amendment or repeal. The Corporation shall promptly take all such actions, and make all such determinations, as shall be necessary or appropriate to comply with its obligation to make any indemnity under this Article and shall promptly pay or reimburse all reasonable expenses, including attorneys' fees, incurred by any such Director or officer in connection with such actions and determinations or proceedings of any kind arising therefrom.

(e) The termination of any proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the applicant did not meet the standard of conduct described in section (b) or (c) of this Article.

(f) (Any indemnification under section (c) of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification is proper in the circumstances because the applicant has met the applicable standard of conduct set forth in section (c). The determination shall be made:

(i) By the Board by a majority vote of a quorum consisting of directors not at the time parties to the proceeding;

(ii) If a quorum cannot be obtained under subsection (i) of this section, by majority vote of a committee duly designated by the Board (in which designation directors who are parties may participate), such committee consisting solely of two or more directors not at the time parties to the proceeding; or

(iii) By special legal counsel:

(A) Selected by the Board or its committee in the manner prescribed in subsection (i) or (ii) of this section; or

(B) If a quorum of the Board cannot be obtained under subsection (i) of this section and a committee cannot be designated under subsection (ii) of this section selected by majority vote of the full Board, in which selection directors who are parties may participate.

Any evaluation as to reasonableness of expenses shall be made in the same manner as the determination that indemnification is appropriate, except that if the determination is made by special legal counsel, such evaluation as to reasonableness of expenses shall be made by those entitled under subsection (iii) of this section to select counsel.

(g)

(i) The Corporation shall pay for or reimburse the reasonable expenses incurred by any applicant who is a party to a proceeding in advance of final disposition of the proceeding or the making of any determination under section (f) if the applicant furnishes the Corporation:

(A) A written statement of the applicant's good faith belief that the applicant has met the standard of conduct described in section (c); and

(B) A written undertaking, executed personally or on the applicant's behalf, to repay the advance if it is ultimately determined that the applicant did not meet such standard of conduct.

(ii) The undertaking required by paragraph (B) of subsection (i) of this section shall be an unlimited general obligation of the applicant but need not be secured and may be accepted without reference to financial ability to make repayment.

(iii) Authorizations of payments under this section shall be made by the persons specified in section (f).

(h) The Board is hereby empowered, by majority vote of a quorum consisting of disinterested directors, to cause the Corporation to indemnify or contract to indemnify any person not specified in section (c) of this Article who was, is or may become a party to any proceeding, by reason of being or having been an employee or agent of the Corporation, or serving or having served at the request of the Corporation as director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, to the same extent as if that person were specified as one to whom indemnification is granted under section (c). The provisions of sections (c) through (g) of this Article shall be applicable to any indemnification provided pursuant to this section.

(i) The Corporation may purchase and maintain insurance to indemnify it against the whole or any portion of the liability assumed by it in accordance with this Article and may also procure insurance, in such amounts as the Board may determine, on behalf of any person who is or was a Director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise, against any liability asserted against or incurred by that person in any such capacity or arising from the person's status as such, whether or not the Corporation would have power to indemnify against such liability under the provisions of this Article.

(j) Every reference herein to directors, officers, employees or agents shall include former directors, officers, employees and agents and their respective heirs, executors and administrators. The indemnification hereby provided and provided hereafter pursuant to the power conferred by this Article on the Board shall not be exclusive of any other rights to which any person may be entitled, including any right under policies of insurance that may be purchased and maintained by the Corporation or others, with respect to claims, issues or matters in relation to which the Corporation would not have the power to indemnify such person under the provisions of this Article. Such rights shall not prevent or restrict the power of the Corporation to make or provide for any further indemnity, or provisions for determining entitlement to indemnity, pursuant to one or more indemnification agreements, bylaws, or other arrangements (including, without limitation, creation of trust funds or security interests funded by letters of credit or other means) approved by the Board (whether or not any of the directors of the Corporation shall be a party to or beneficiary of any such agreements, bylaws or arrangements); provided, however, that any provision of such agreements, bylaws or other arrangements shall not be effective if and to the extent that it is determined to be contrary to this Article or applicable laws of the Commonwealth of Virginia.

(k) Each provision of this Article shall be severable, and an adverse determination as to any such provision shall in no way affect the validity of any other provision.