

ARTICLES OF INCORPORATION
OF
SOUTHEAST RACING GROUP, INC.
Bicycling

STATE OF ALABAMA
SHELBY COUNTY

TO THE HONORABLE JUDGE OF PROBATE:

The undersigned, who is duly licensed to practice law in the State of Alabama,
desiring to form a professional corporation in accordance with the Alabama Business
Corporation Act and the Revised Alabama Professional Corporation Act, hereby adopts the
following Articles of Incorporation for such corporation:

ARTICLE I

The name and style of the proposed corporation is **SOUTHEAST RACING**
GROUP, INC. *ern Bicycling*

ARTICLE II

The period of existence of this corporation shall be perpetual.

ARTICLE III

The purposes for which this corporation is organized is to engage in and carry on all
branches of the practice of law within the State of Alabama and to do those things that are
necessary or proper in connection with that practice, including, but not limited to, the
following:

- (a) To purchase, lease, or otherwise acquire, to won, hold, maintain, improve,
operate, mortgage, sell, pledge, convey, lease, sublease, or otherwise deal in and
dispose of personal and real property of every kind, character, and description
whatsoever in furtherance of the professional business of the Corporation and in

connection with any other proper business activity in which the Corporation may engage.

(b) To enter into and make all necessary contracts for the conduct of its professional business with any person, partnership, association, corporation, or other entity, and to perform, carry out, cancel, and rescind those contracts.

(c) To borrow or raise money reasonably required in the conduct of its professional business and in connection with any proper business activity in which the Corporation may be engaged, and to execute and deliver any instruments that may be necessary to evidence the borrowing.

(d) To form and become a participant in any partnership, limited partnership, or joint venture with any other individuals, firms, corporations, or entities, and to become a shareholder in any corporation for profit, and to become a member of any association, nonprofit corporation, or other entity;

(e) To carry on any other business in connection with and incidental to any of the foregoing businesses, transactions, and dealings; and to do any other act legal under the laws of the State of Alabama with all the powers conferred on corporations by the laws of the State of Alabama.

(f) To invest the funds of the Corporation in real properties, mortgages, bonds, or any other types of investments, and while the owner or holder of any such real properties, mortgages, stocks, bonds, or other types of investments, to receive, collect, reinvest, and dispose of the interest, dividends, and income arising from such property, and to possess and exercise in respect thereof all the rights, powers, and privileges of ownership, including all voting powers of any stocks so owned.

(g) To establish and carry out pension, profit-sharing, share-bonus, share-purchase, incentive, and benefit plans, trusts, and provisions for the directors, officers, and employees of the Corporation.

(h) To restrict the manner in which, and the persons to whom, its capital stock shall be issued or transferred, and to enact bylaws to put these restrictions into effect.

(i) To do everything necessary, proper, advisable, or convenient to accomplish the purposes, attain the objectives, or further the powers that are set forth in these Articles of Incorporation and that are incidental to, pertaining to, or growing out of its professional business or that arise otherwise, and at all times comply with the provisions of the Revised Alabama Professional Corporation Act as presently enacted and as may be amended or superseded by any other statute.

The foregoing statement of purposes shall be liberally construed in the aid of the powers of the corporation, and the powers and purposes stated in each clause shall, except where otherwise stated, not be limited or restricted by any term or provision of any other clause, and shall be regarded not only as independent purposes, but the powers stated shall be construed as each object expressed, and the enumeration as to specific powers shall not be construed as to limit in any manner the above general powers, but are in furtherance of, and in addition to said general powers.

ARTICLE IV

The aggregate number of shares which the corporation shall have the authority to issue is One Hundred shares of common stock of a par value of Ten Dollars (\$10.00) per share, and the corporation shall begin business with One Thousand Dollars (\$1000.00) capital stock.

ARTICLE V

The dates on which the shareholders' annual meeting shall be held, the number of directors, and their term of office, and the terms of office of the officers and their duties and powers shall be fixed by the By-Laws of the Corporation. Offices may be created by the By-Laws and filled by the Board of Directors. The Corporation shall have the power to make By-Laws for the governing and regulation of the Corporation, its agents, servants, officers, and employees.

ARTICLE VI

The street address of the Corporation's initial registered office is 315 Mills Way, Pelham, Alabama 35124.. The initial registered agent at the registered office is Travis Sherman.

ARTICLE VII

The mailing address of the initial principle office of the Corporation is 315 Mills Way, Pelham, Alabama 35124.

ARTICLE VIII

The number of directors constituting the initial Board of Directors of the Corporation is (3), Travis Sherman, Cleve Blackwell and Brady Rogers and the name and address of the person who shall serve as Director is: is Travis Sherman 315 Mills Way, Pelham, Alabama 35124 until the first annual meeting of the shareholders, or until their successors are elected and qualified.

ARTICLE IX

The name and address of the incorporator of **SOUTHEASTER RACING** *Bicycling*
GROUP, INC. is:

Travis Sherman, 315 Mills Way, Pelham, Alabama 35124



20070104000003560 5/6 \$95.00
Shelby Cnty Judge of Probate, AL
01/04/2007 12:04:38PM FILED/CERT

IN WITNESS WHEREOF, the undersigned incorporator has subscribed his name
to these Articles of Incorporation on this the 23 day of August, 2006.



Travis Sherman



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01/04/2007 12:04:38PM FILED/CERT

Nancy L. Worley
Secretary of State

P.O. Box 5616
Montgomery, AL 36103-5616

STATE OF ALABAMA

I, Nancy L. Worley, Secretary of State of the State of Alabama, having custody of the Great and Principal Seal of said State, do hereby certify that pursuant to the provisions of Section 10-2B-4.02, Code of Alabama 1975, and upon an examination of the corporation records on file in this office, the following corporate name is reserved as available:

Southeastern Bicycle Racing Group, Inc.

This domestic corporation name is proposed to be incorporated in Shelby County and is for the exclusive use of Martin Weinberg, 3540 Independence Dr, Homewood, AL 35209 for a period of one hundred twenty days beginning September 22, 2006 and expiring January 21, 2007.



In Testimony Whereof, I have hereunto set my hand and affixed the Great Seal of the State, at the Capitol, in the City of Montgomery, on this day.

September 22, 2006

Date

Nancy L. Worley

Secretary of State