

This instrument prepared by:
Todd M. Higey, Esq.
RICHARDSONCLEMENT PC
200 Cahaba Park Circle, Ste. 125
Birmingham, Alabama 35242-5091

**ARTICLES OF INCORPORATION OF
ALABAMA CYCLING ASSOCIATION, INC.**

THE UNDERSIGNED for the purpose of forming a Non-Profit Corporation pursuant to the Alabama Business and Non-Profit Entities Code, Alabama Code §§ 10A-3-1.01, et seq., does hereby adopt the following Articles of Incorporation:

ARTICLE I
NAME


The name of the Non-Profit Corporation shall be: **Alabama Cycling Association, Inc.** (hereinafter, "**ACA**").

ARTICLE II
PURPOSE

The ACA is organized and shall be operated for the purpose of promoting and enhancing the sport of amateur bicycle racing in the State of Alabama and for all such other lawful purposes as set forth in Alabama Code § 10A-3-1.04.

ARTICLE III
MEMBERS

This Non-Profit Corporation has members. The ACA may have such classes of voting or non-voting members as may from time-to-time be prescribed by its By-Laws or by its Board of Directors. The designation of each class of members and their respective manner of election or appointment, qualification, tenure, terms of membership, rights, limitations, and obligations shall be provided from time to time in the By-Laws of the ACA or by its Board of Directors. The ACA shall have no capital stock.


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ARTICLE IV
OFFICES

The address of the principal office of the ACA is as follows:

405 Woodbrier Lane
Anniston, Alabama 36206

The name and address of the Registered Agent is as follows:

Todd M. Higey
RichardsonClement PC
200 Cahaba Park Circle, Ste. 125
Birmingham, Alabama 35242

ARTICLE V
DURATION

The ACA shall have perpetual existence.

ARTICLE VI
INCORPORATOR


The name of the Incorporator of the ACA is as follows:

Todd M. Higey
RichardsonClement PC
200 Cahaba Park Circle, Ste. 125
Birmingham, Alabama 35242

ARTICLE VII
BOARD OF DIRECTORS

General powers. The corporate powers shall be exercised by or under the authority of, and the business affairs of the ACA shall be managed under the direction of, a Board of Directors. The number of Directors constituting the initial Board of Directors is five. The names and addresses of the initial Directors are as follows:

Curtis Cupp
405 Woodbrier Lane
Anniston, Alabama 36206


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Heath Goebel
2009 Cliffmanor Circle
Huntsville, Alabama 35801

Gina Simpson
2318 Fourth Street
Tuscaloosa, Alabama 35401

James Arthur Dawson
113 Brookview Drive
Hazel Green, Alabama 35750


Todd M. Higey
258 Cambo Drive
Hoover, Alabama 35226

ARTICLE VIII BY-LAWS

The By-Laws of the ACA shall be adopted by the Board of Directors. Except to the extent limited by the Alabama Business and Non-Profit Entities Code, the Board of Directors shall have power to alter, amend or repeal the By-Laws from time-to-time and enforce and adopt new By-laws. The By-Laws of the ACA may contain any provisions for the managing and regulating of the affairs of the corporation that are not inconsistent with the law or these Articles of Incorporation. No By-Law at any time in effect, and no amendment to these Articles of Incorporation, shall have the effect of giving any Director or officer of the ACA or any other individual any proprietary interest in the ACA's property or assets, whether during the term of the ACA's existence or as an incident to its dissolution.

ARTICLE IX AMENDMENTS

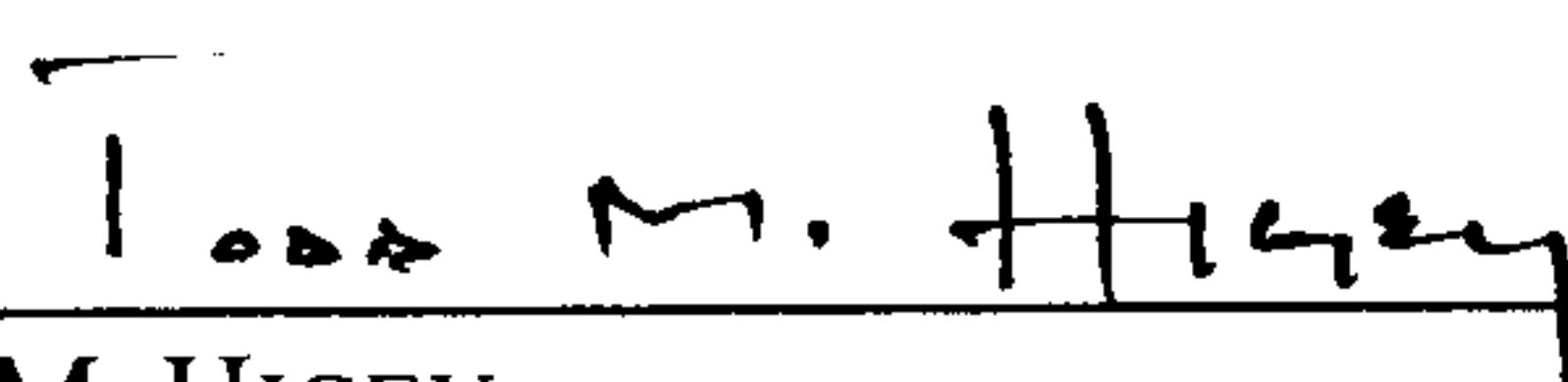
Except to the extent limited by the Alabama Business and Non-Profit Entities Code, the Board of the Directors of the ACA shall have the exclusive power and authority at any time, and from time-to-time, to amend these Articles of Incorporation by the vote of a majority of the Directors then in office. Any amendments to these Articles of Incorporation shall be made in accordance with the provisions of the laws of the State of Alabama and the requirements of § 501(c)(3) of the Internal Revenue Code.


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Article X
DISSOLUTION

Upon dissolution of the ACA, all of its assets and property of every nature and description remaining after the payment of all liabilities and obligations of the ACA (but not including assets held by the ACA upon condition requiring return, transfer or conveyance, which condition occurs by reason of such dissolution) shall be paid over and transferred to one or more organizations which engage in activities substantially similar to those of the ACA and which are then qualified for exemption from federal income taxes as organizations described in § 501(c)(3) of the Internal Revenue Code of 1986, as amended (or corresponding provisions of any subsequent federal tax laws).

IN WITNESS WHEREOF, the undersigned Incorporator, hereinbelow named, does hereby make these Articles of Incorporation and does hereby affirm that the facts stated herein are true, and accordingly does hereunto sign these Articles of Incorporation this 27th day of February 2013.



TODD M. HIGEY
One of the Directors of the ACA


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Beth Chapman
Secretary of State

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


STATE OF ALABAMA

**I, Beth Chapman, Secretary of State of Alabama, having custody of the
Great and Principal Seal of said State, do hereby certify that**

pursuant to the provisions of Title 10A, Chapter 1, Article 5, *Code of Alabama
1975*, and upon an examination of the entity records on file in this office, the
following entity name is reserved as available:

Alabama Cycling Association, Inc.

This domestic nonprofit corporation is proposed to be formed in Alabama and is
for the exclusive use of Todd Higey, 200 Cahaba Park Circle, Ste. 125,
Birmingham, AL 35242 for a period of one hundred twenty days beginning
January 25, 2013 and expiring May 26, 2013.


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**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.**

January 25, 2013

Date



Beth Chapman

Secretary of State