

1845202

ARTICLES OF INCORPORATION

OF

SHARE: CONCERNED CYCLISTS OF CRYSTAL COVE

FILED  
In the office of the Secretary of State  
of the State of California

OCT 06 1992

*Wanch Fong Eu*  
WANCH FONG EU, Secretary of State

I

The name of this corporation is Share: Concerned Cyclists of Crystal Cove.

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 public and charitable purposes.

B. The specific purpose of this corporation is to encourage and promote the safe and environmentally responsive use of unpaved roads and trails for bicycling and to educate the public about all aspects of off-road cycling, trails, and their maintenance.

III

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

Tamara S. Watson  
419 Marigold  
Corona Del Mar, California, 92625

IV

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. 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.

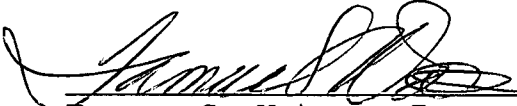
C. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

D. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate

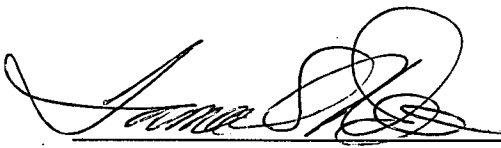
the distribution of gains, profits, or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code, or individual.

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.

Dated: June 3, 1992  
  
Tamara S. Watson, Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
Tamara S. Watson, Incorporator



STATE OF CALIFORNIA

FRANCHISE TAX BOARD

P.O. BOX 1286

RANCHO CORDOVA, CA. 95741-1286

October 6, 1992

In reply refer to  
340:G :PTS

SHARE: CONCERNED CYCLISTS OF CRYSTAL COVE  
3535 E. COAST HIGHWAY  
SUITE 226  
CORONA DL MAR CA 92625

Purpose : CHARITABLE AND EDUCATIONAL  
Code Section : 23701d  
Form of Organization : Corporation  
Accounting Period Ending: December 31  
Organization Number :

You are exempt from state franchise or income tax under the section of the Revenue and Taxation Code indicated above.

This decision is based on information you submitted and assumes that your present operations continue unchanged or conform to those proposed in your application. Any change in operation, character, or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

In the event of a change in relevant statutory, administrative, judicial case law, a change in federal interpretation of federal law in cases where our opinion is based upon such an interpretation, or a change in the material facts or circumstances relating to your application upon which this opinion is based, this opinion may no longer be applicable. It is your responsibility to be aware of these changes should they occur. This paragraph constitutes written advice, other than a chief counsel ruling, within the meaning of Revenue and Taxation Code Section 21012 (a)(2).

You may be required to file Form 199 (Exempt Organization Annual Information Return) on or before the 15th day of the 5th month (4 1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 5th month (4 1/2 months) after the close of your annual accounting period.

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If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

THIS EXEMPTION IS GRANTED ON THE EXPRESS CONDITION THAT THE ORGANIZATION WILL SECURE FEDERAL EXEMPT STATUS WITH THE INTERNAL REVENUE SERVICE. THE ORGANIZATION IS REQUIRED TO FURNISH A COPY OF THE FINAL DETERMINATION LETTER TO THE FRANCHISE TAX BOARD WITHIN 9 MONTHS FROM THE DATE OF THIS LETTER.

A copy of this letter has been sent to the Office of the Secretary of State and to the Registry of Charitable Trusts.

P SHEK  
EXEMPT ORGANIZATION UNIT  
CORPORATION AUDIT SECTION  
Telephone (916) 369-4171

EO :  
cc: TAMARA S. WATSON

COPY