

**CHESAPEAKE SPOKES.ORG, INC.**

**ARTICLES OF INCORPORATION**

FIRST: I, Jason Croasdale, whose post office address is 430 Woodcrest Drive, Aberdeen, Maryland 21001, being at least eighteen (18) years of age, am hereby forming a corporation under and by virtue of the General Laws of the State of Maryland.

SECOND: The name of the Corporation (which is hereafter called the “Corporation”) is “CHESAPEAKE SPOKES.ORG, INC.”

THIRD: The purposes for which the Corporation is formed are:

(a) The Corporation is organized exclusively as a social and recreational club for bicyclists within the meaning of Section 501(c)(7) of the Internal Revenue Code (or the corresponding provision of any future United States Internal Revenue Law). To that end, the Corporation shall:

Provide opportunities for the bicycling community to enjoy rides in the area and to meet and socialize with like-minded riders.

Increase awareness of bicycling issues in the area through interaction with other bicycle clubs and the public.

Educate bicyclists on riding, courtesy and safety.

Advocate bicycling interests in public forums.

Provide bicycling skills education.

Promote bicycling for fun, fitness and recreation.

(b) The Corporation shall conduct its activities at all times to conform to the requirements for tax exemption under Section 501(c) (7) of the U.S. Internal Revenue Code. Furthermore, the Corporation shall not conduct or participate in any political activities

related to the election of any person to public office, nor shall it participate in any attempt to influence legislation.

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any individual member. Notwithstanding any other provisions 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) (7) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c) (7) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organizations as the court shall determine appropriate, but not inconsistent with the disposal of assets within the meaning of Section 501(c) (7) of the U.S. Internal Revenue Code. In the event of liquidation or dissolution, no member shall be entitled to any distribution or division of the Corporation's remaining property or its proceeds.

The Corporation shall not engage in any self-dealing as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not retain any excess business holdings as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not make any investments in such a manner as to subject it to tax under the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not make any taxable expenditure as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

FOURTH: The post office address of the principal office of the Corporation in this State is 430 Woodcrest Drive, Aberdeen, Maryland, 21001. The name and post office address of the Resident Agent of the Corporation in this State are Michael E. Leaf, 139 North Main Street, Suite 100, Bel Air, Maryland 21014. Said Resident Agent is an individual actually residing in this State.

FIFTH: The Corporation is not organized for profit; it shall have no capital stock and shall not be authorized to issue capital stock. The number of and qualifications for and other matters relating to its members shall be as set forth in the By-Laws of the Corporation.

SIXTH: The initial number of Directors of the Corporation shall be seven (7), which number may be increased or decreased pursuant to the By-Laws of the Corporation, but shall never be less than three (3). The names of the Directors, who shall act until the first annual meeting or until their successors are duly elected and qualify, are: Jason Croasdale, Susan Wettig, Sandra Krause, Kerry Revell, Carl Wakefield, Margie Coski, and Keith Edwards.

SEVENTH: The Corporation may by its By-Laws make any other provisions or requirements for the arrangement or conduct of the business of the Corporation, provided the same be not inconsistent with these Articles of Incorporation nor contrary to the laws of the State of Maryland or of the United States.

EIGHTH: This Corporation shall not discriminate on the basis of race, color, religion, or sexual orientation.

NINTH: This Corporation shall indemnify its officers, directors, and agents to the fullest extent of Maryland law as provided in its By-Laws.

IN WITNESS WHEREOF, I have signed these Articles of Incorporation this \_\_\_\_ day of \_\_\_\_\_, 2010, and I acknowledge same to be my act.

\_\_\_\_\_(SEAL)  
Jason Croasdale

CONSENT OF RESIDENT AGENT

I, Michael E. Leaf, consent and agree to serve as Resident Agent for the Chesapeake Spokes.Org, Inc.

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Michael E. Leaf