ARTICLES OF ASSOCIATION

OF THE
CITISLICKERS CYCLING TEAM

Pursuant to the provisions of the Texas Uniform Unincorporated Nonprofit Association Act (article 1396-70.01 of the Texas Civil Statutes), the undersigned, acting as initial organizer and initial directors, do hereby adopt the following Articles of Association for the CitiSlickers Cycling Team:

ARTICLE I
Association Name

The name of the Association is CitiSlickers Cycling Team.

ARTICLE II
Organization

Section 1. ***State law.***
The Association is a nonprofit association that is organized for the transaction of any and all lawful acts for which nonprofit associations may be organized under the Texas Unincorporated Nonprofit Association Act.

Section 2. ***Federal law.***
The Association is organized and operated exclusively for charitable, educational, and literary purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, including, for such purposes, but not limited to, receiving contributions and making distributions to organizations that qualify as exempt organizations under section 501(c)(3) if the Internal Revenue Code.

ARTICLE III
Purpose

The purposes for which the Association is organized and operated include, but are not limited to, promoting and encouraging bicycling for charitable fundraising, and for the safety and enjoyment of all; raising awareness of various non-profit organizations that benefit from bicycling-related fundraising; and in general engaging only in that conduct which is permitted by the regulations of the Texas Unincorporated Nonprofit Association Act and section 501(c)(3) of the Internal Revenue Code.

ARTICLE IV
Duration

The period of duration of the Association is perpetual.

ARTICLE V
Nonprofit Status

Section 1. ***Prohibition Against Private Inurement.***
No part of the net earnings of the Association shall inure to the benefit of its Directors, Officers, Members or any other private individuals (except that the Association shall be authorized and empowered to pay reasonable compensation for services rendered to or for the Association affecting one or more of its purposes, and to make payments and distributions in furtherance of the purposes of the Association), and no Director, Officer, or Member of the Association, or any other private individuals, shall be entitled to share in the distribution of any of the assets of the Association upon its dissolution.

Section 2. ***Limitations on Legislative Activities.***
No substantial part of the activities of the Association shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by section 501(h) of the Internal Revenue Code), nor shall the Association participate or intervene in (including the publication or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office.

ARTICLE VI
General Powers

The general powers of the Association are as follows:

Section 1. ***Receipt, Maintenance and Distribution of Funds.***
To receive, maintain and distribute a fund or funds of real or personal property, or both, and subject to the restrictions and limitations set forth in these Articles, to use and apply the whole or any part of the income therefrom and the principle thereof exclusively for charitable, educational, or literary purposes either directly or by contributions to organizations that qualify as exempt under section 501(c)(3) of the Internal Revenue Code.

Section 2. ***Engage Only in Lawful Acts of Unincorporated Nonprofit Associations.***
To engage in any and all lawful acts for which nonprofit associations may be organized under the Texas Unincorporated Nonprofit Association Act and section 501(c)(3) of the Internal Revenue Code.

Section 3. ***Prohibition Against Activities or Powers Not Furthering Association Purposes.***
Notwithstanding any other provisions of these Articles, the Association shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of the Association.

ARTICLE VII
Bylaws

The Association shall have Bylaws which shall set forth provisions for the regulation of the internal affairs and infrastructure of the Association.

ARTICLE VIII

Membership

The Association shall have Members whose rights and duties shall be set forth in the Bylaws.

ARTICLE IX
Board of Directors

The Board of Directors of the Association shall have all the powers conferred by the Texas Unincorporated Nonprofit Association Act and the Bylaws of the Association, which powers are not inconsistent with the purposes of the Association. The powers, duties, terms of office, number and qualifications for Directors shall be set forth in the Bylaws of the Association.

The number of Directors constituting the Association's initial Board of Directors is three, and the names of the persons who are to serve as Directors are:

1. Elizabeth K. Schopmeyer, Team Captain;
2. Jana J. Diminnie, Team Lieutenant;
3. Julie K. Grimm, Communications Director.

ARTICLE X
Non-liability and Indemnification of Directors

Section 1. ***Non-liability of Directors.***
No Director shall be personally liable for the debts, liabilities or other obligations of the Association nor shall a Director be liable to the Association or members for monetary damages for an act or omission in their capacity as a Director except as otherwise provided by a Texas statute or the Bylaws of the Association.

Section 2. ***Indemnification of Directors.***
The Directors may be indemnified by the Association to the fullest extent permissible under the laws of the State of Texas. As provided by the Bylaws, the Board of Directors shall have the power to further define the requirements and limitations for the Association to indemnify Directors and/or others related to the Association.

ARTICLE XI
Dissolution

In the event of dissolution of the Association, all assets of the Association remaining after payment or settlement of the indebtedness of the Association shall be distributed to the Lone Star Chapter of the National Multiple Sclerosis Society (or its corresponding successor) with no encumbrances, if it is then in existence and has maintained its tax-exempt status under section 501(c)(3) of the Internal Revenue Code. If not, then all remaining assets shall be distributed to a nonprofit fund, association, organization, foundation, or corporation, selected and designated by this Association's Board of Directors, which is qualified and maintains its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. Such distribution shall be made in accordance with all applicable provisions of the laws of the State of Texas.

ARTICLE XII
Amendments

These Articles may be amended in the manner prescribed by the Bylaws of the Association.

ARTICLE XIII
Construction

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the legal authorities as they are cited and in effect at the time of the signing of these Articles, or their successors, as they may be amended from time to time.

We hereby execute these Articles of Association for the CitiSlickers Cycling Team on this the 31st day of May, 2006.

ELIZABETH K. SCHOPMEYER
Team Captain and Initial Organizer

JANA J. DIMINNIE
Team Lieutenant

JULIE K. GRIMM
Communications Director