

ARTICLES OF INCORPORATION OF

The undersigned hereby forms a non-stock corporation under the provisions of Chapter 10 of Title 13.1 of the Code of Virginia and to that end sets forth the following:

ARTICLE I NAME

The name of the corporation is Bike Box of the Blue Ridge (the "Corporation").

ARTICLE II PURPOSE

The Corporation is organized exclusively for charitable, educational, or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, including, without limitation, : operating a nonprofit bike shop that serves the community by providing used bikes, parts, service, and educational programs in order to empower people to ride bikes for transportation and recreation.

Further, the Corporation is formed to receive and maintain a fund or funds of real or personal property, or both, and, subject to the restrictions and limitations hereinafter set forth, to use and apply the whole or any part of the income therefrom and the principal thereof exclusively for religious, charitable, scientific, literary, or educational purposes either directly or by contributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and relevant Treasury Regulations.

The Corporation shall not be operated for the primary purpose of carrying on a trade or business for profit. No part of the assets or net earnings of the Corporation shall inure to the benefit of or be distributable to any member, director, officer, or incorporator of the Corporation or any private individual except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No private individual shall be entitled to share in the distribution of any of the Corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publication or distribution of statements) any political campaign on behalf of any candidate for public office; nor shall the Corporation engage in any activities that are unlawful under applicable federal, state or local laws.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an

organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or by any organization contributions to which are deductible under Section 170(c)(2) of the Code and relevant Treasury Regulations.

ARTICLE III DISSOLUTION

Upon dissolution of the Corporation and after paying or making provision for the payment of all of the liabilities of the Corporation, the Board of Directors shall dispose of all the Corporation's remaining assets exclusively for the purpose of the Corporation in such manner or to such organizations organized and operated exclusively for religious, charitable, scientific, literary or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors by majority vote shall determine. Any of such assets not so disposed of shall be disposed of by any court of record with general equity jurisdiction in the city or county in Virginia where the registered office of the corporation is located exclusively for such purposes or to such organization or organizations as such court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV BYLAWS

The initial Bylaws of the Corporation shall be adopted by the Board of Directors, and the Board of Directors shall have the power to alter, amend or repeal the same or adopt new Bylaws.

ARTICLE V MEMBERS

The Corporation shall have no members.

ARTICLE VI REGISTERED OFFICE AND REGISTERED AGENT

The address of the initial registered office of the Corporation, which is located in City of Harrisonburg, Virginia is c/o Wharton Aldhizer & Weaver PLC, 100 South Mason Street, Harrisonburg, Virginia 22801.

The name of the initial registered agent, whose business office is identical with such registered office, shall be Jeffrey R. Adams, who is a resident of the Commonwealth of Virginia and a member of the Virginia State Bar.

ARTICLE VII DIRECTORS

The affairs of the Corporation shall be managed by the Board of Directors. Directors need not be residents of the Commonwealth of Virginia. The number of Directors shall be no less than three and no more than eleven otherwise shall be the number fixed by the Bylaws.

The initial Board of Directors shall consist of five (5) directors who shall each serve until their respective two-year term ends and a successor is appointed. The Corporation's directors shall have the sole authority to appoint additional or successor directors. Such additional or successor directors may be appointed by a simple majority of the existing directors.

ARTICLE VIII LIMIT ON LIABILITY AND INDEMNIFICATION

8.1 Limit on Liability. In every instance in which the Virginia Nonstock Corporation Act, as it exists on the date hereof or as amended, permits the limitation or elimination of liability of directors or officers of a corporation to the Corporation, the directors and officers of the Corporation shall not be liable to the Corporation.

8.2 Mandatory Indemnification. The Corporation (the term "Corporation" as used in this Section 8.2 shall mean the Corporation only and no predecessor entity or other legal entity) shall indemnify any individual who is, was, or is threatened to be made, a party to a civil, criminal, administrative, investigative or other proceeding (including a proceeding by or in the right of the Corporation) because such individual is or was a director or officer of the Corporation, or of any other legal entity controlled by the Corporation, against all liabilities and reasonable expenses incurred by him or her on account of the proceeding except such liabilities and expenses as are incurred because of his or her willful misconduct or knowing violation of the criminal law. Before any indemnification is paid, a determination shall be made that indemnification is permissible in the circumstances because the person seeking indemnification has met the standard of conduct set forth above. Such determination shall be made in the manner provided by Virginia law for determining that indemnification of a director is permissible; provided, however, that if a majority of the directors of the Corporation has changed after the date of the alleged conduct giving rise to a claim for indemnification, the determination that indemnification is permissible shall, at the option of the person claiming indemnification, be made by special legal counsel agreed upon by the board of Directors and such person. Unless a determination has been made that indemnification is not permissible, the Corporation shall make advances and reimbursements for expenses incurred by any of the persons named above upon receipt of an undertaking from him or her to repay the same if it is ultimately determined that such individual is not entitled to indemnification. The Corporation is authorized to contract in advance in indemnify any of the persons named above to the extent it is required to indemnify them pursuant to this Section 8.2.

8.3 Miscellaneous.

(a) The rights of each person entitled to indemnification under this Article shall inure to the benefit of such person's heirs, executors, and administrators. Indemnification pursuant to this Article shall not be exclusive of any other right of indemnification to which any person may be entitled, including indemnification pursuant to a valid contract, indemnification by legal entities other than the Corporation, and indemnification under policies of insurance purchased and maintained by the Corporation or others. However, no person shall be entitled to indemnification by the Corporation to the extent he or she is indemnified by another, including an insurer.

(b) Notwithstanding the foregoing provisions of this Article, during any period that the Corporation is classified as a private foundation under the Internal Revenue Code, the Corporation shall not indemnify any person otherwise entitled to indemnification pursuant to the provisions of this Article or purchase insurance to provide such indemnification if such indemnification or purchase or insurance is an act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code or a taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code.

ARTICLE IX
INTERNAL REVENUE CODE

Each reference in these Articles of Incorporation to a Section of the Internal Revenue Code means such Section of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any subsequent federal tax law.

Date

Jeffrey R. Adams, Incorporator