

December 8, 2015

Secretary of State
Business Entities
P O Box 944260
Sacramento, CA 94244-2600

Re: Request to File Articles of Incorporation of Mount Wilson Bicycling Association

Dear Sir or Madam:

Enclosed is one original copy of the Articles of Incorporation of Mount Wilson Bicycling Association (MWBA), to be filed as a nonprofit public benefit corporation with the Secretary of State.

Please note that MWBA is nonprofit unincorporated association and, by this filing, is changing its status to a nonprofit public benefit corporation. As such, a Verified Statement is also attached to the Articles of Incorporation.

Also enclosed is a check for \$35.00 payable to the Secretary of State for the filing fee and certification fee for one copy.

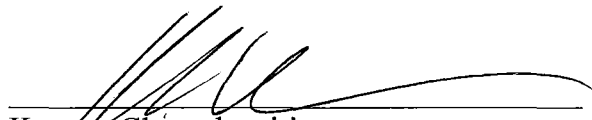
Upon filing the enclosed, please forward the certified copy to me at:

Kamyar Ghaneabassiri



Thank you for your assistance. Please do not hesitate to call me at [REDACTED] if you have any questions or comments.

Sincerely,


Kamyar Ghaneabassiri

Enclosures

**ARTICLES OF INCORPORATION
OF
MOUNT WILSON BICYCLING ASSOCIATION**

Article I

The name of this corporation is Mount Wilson Bicycling Association (“Corporation”).

Article II

- A. This Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This Corporation is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purpose of this Corporation is to encourage and promote the environmentally sustainable and responsible use of unpaved roads and trails for bicycling, including by conducting trail maintenance activities, and to inform the public about all aspects of off-road cycling and trails. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable purposes, or in any other charitable activities.
- B. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

Article III

The name and address in the State of California of this Corporation’s initial agent for service of process is Jennifer Johnson, whose address is [REDACTED]

Article IV

The initial street and mailing address of this Corporation is 2335 East Colorado Boulevard, Suite 115377, Pasadena, California 91107.

Article V

The name of the existing unincorporated association, now being incorporated by the filing of these Articles of Incorporation, is Mount Wilson Bicycling Association.

Article VI

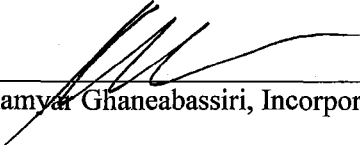
- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.
- B. Notwithstanding any other provision of these Articles of Incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

Article VII

- A. The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is 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.

- B. Upon the dissolution or winding up of this 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 Code.

Dated: December 7, 2015




Kamyra Ghaneabassiri, Incorporator

**VERIFIED STATEMENT
TO
ARTICLES OF INCORPORATION
IN ACCORDANCE WITH
CALIFORNIA CORPORATIONS CODE SECTIONS 5121(c) AND 5076(b)**

The undersigned, Jennifer Johnson and Kamyar Ghaneabassiri, declare under penalty of perjury under the laws of the State of California (i) that they are Board Members and the President and the Treasurer, respectively, of the nonprofit unincorporated association Mount Wilson Bicycling Association, referred to in the Articles of Incorporation to which this verified statement/declaration is attached; and (ii) that the incorporation of such nonprofit unincorporated association by means of the Articles of Incorporation to which this verified statement/declaration is attached has been approved by such nonprofit unincorporated association in accordance with its rules and procedures.

Executed in Pasadena, California on December 7, 2015.



Jennifer Johnson



Kamyar Ghaneabassiri