

Application for Recognition of Exemption
Under Section 501(c)(3) of the Internal Revenue Code

OMB No. 1545-0056

Note: If exempt status is approved, this application will be open for public inspection.

Use the instructions to complete this application and for a definition of all **bold** items. For additional help, call IRS Exempt Organizations Customer Account Services toll-free at 1-877-829-5500. Visit our website at **www.irs.gov** for forms and publications. If the required information and documents are not submitted with payment of the appropriate user fee, the application may be returned to you.

Attach additional sheets to this application if you need more space to answer fully. Put your name and EIN on each sheet and identify each answer by Part and line number. Complete Parts I - XI of Form 1023 and submit only those Schedules (A through H) that apply to you.

Part I Identification of Applicant

1 Full name of organization (exactly as it appears in your organizing document) Boulder Mountainbike Alliance		2 c/o Name (if applicable)
3 Mailing address (Number and street) (see instructions) P.O. Box 4594 City or town, state or country, and ZIP + 4 Boulder, CO 80306-4594	Room/Suite 	4 Employer Identification Number (EIN) 84-1240757 5 Month the annual accounting period ends (01 - 12)
6 Primary contact (officer, director, trustee, or authorized representative) a Name: Adam Sher, Director		b Phone: 303-417-8518 c Fax: (optional) 303-247-8318
7 Are you represented by an authorized representative, such as an attorney or accountant? If "Yes," provide the authorized representative's name, and the name and address of the authorized representative's firm. Include a completed Form 2848, <i>Power of Attorney and Declaration of Representative</i> , with your application if you would like us to communicate with your representative. <div style="text-align: right;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>		
8 Was a person who is not one of your officers, directors, trustees, employees, or an authorized representative listed in line 7, paid, or promised payment, to help plan, manage, or advise you about the structure or activities of your organization, or about your financial or tax matters? If "Yes," provide the person's name, the name and address of the person's firm, the amounts paid or promised to be paid, and describe that person's role. <div style="text-align: right;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>		
9a Organization's website: bouldermountainbike.org b Organization's email: (optional)		
10 Certain organizations are not required to file an information return (Form 990 or Form 990-EZ). If you are granted tax-exemption, are you claiming to be excused from filing Form 990 or Form 990-EZ? If "Yes," explain. See the instructions for a description of organizations not required to file Form 990 or Form 990-EZ. <div style="text-align: right;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>		
11 Date incorporated if a corporation, or formed, if other than a corporation. (MM/DD/YYYY) 08 / 27 / 1991		
12 Were you formed under the laws of a foreign country ? If "Yes," state the country. <div style="text-align: right;"> <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No </div>		

Part II Organizational Structure

You must be a corporation (including a limited liability company), an unincorporated association, or a trust to be tax exempt. (See instructions.) **DO NOT file this form unless you can check "Yes" on lines 1, 2, 3, or 4.**

- 1** Are you a **corporation**? If "Yes," attach a copy of your articles of incorporation showing **certification of filing** with the appropriate state agency. Include copies of any amendments to your articles and be sure they also show state filing certification. ☒ **Yes** ☐ **No**
- 2** Are you a **limited liability company (LLC)**? If "Yes," attach a copy of your articles of organization showing certification of filing with the appropriate state agency. Also, if you adopted an operating agreement, attach a copy. Include copies of any amendments to your articles and be sure they show state filing certification. Refer to the instructions for circumstances when an LLC should not file its own exemption application. ☐ **Yes** ☒ **No**
- 3** Are you an **unincorporated association**? If "Yes," attach a copy of your articles of association, constitution, or other similar organizing document that is dated and includes at least two signatures. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- 4a** Are you a **trust**? If "Yes," attach a signed and dated copy of your trust agreement. Include signed and dated copies of any amendments. ☐ **Yes** ☒ **No**
- b** Have you been funded? If "No," explain how you are formed without anything of value placed in trust. ☐ **Yes** ☐ **No**
- 5** Have you adopted **bylaws**? If "Yes," attach a current copy showing date of adoption. If "No," explain how your officers, directors, or trustees are selected. ☒ **Yes** ☐ **No**

Part III Required Provisions in Your Organizing Document

The following questions are designed to ensure that when you file this application, your organizing document contains the required provisions to meet the organizational test under section 501(c)(3). Unless you can check the boxes in both lines 1 and 2, your organizing document does not meet the organizational test. **DO NOT file this application until you have amended your organizing document.** Submit your original and amended organizing documents (showing state filing certification if you are a corporation or an LLC) with your application.

- 1** Section 501(c)(3) requires that your organizing document state your exempt purpose(s), such as charitable, religious, educational, and/or scientific purposes. Check the box to confirm that your organizing document meets this requirement. Describe specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document. Refer to the instructions for exempt purpose language. Location of Purpose Clause (Page, Article, and Paragraph): Page 1, Article III, Paragraph B ☒
- 2a** Section 501(c)(3) requires that upon dissolution of your organization, your remaining assets must be used exclusively for exempt purposes, such as charitable, religious, educational, and/or scientific purposes. Check the box on line 2a to confirm that your organizing document meets this requirement by express provision for the distribution of assets upon dissolution. If you rely on state law for your dissolution provision, do not check the box on line 2a and go to line 2c. ☒
- 2b** If you checked the box on line 2a, specify the location of your dissolution clause (Page, Article, and Paragraph). Do not complete line 2c if you checked box 2a. Page 2, Article III, Paragraph F
- 2c** See the instructions for information about the operation of state law in your particular state. Check this box if you rely on operation of state law for your dissolution provision and indicate the state: ☐

Part IV Narrative Description of Your Activities

Using an attachment, describe your *past*, *present*, and *planned* activities in a narrative. If you believe that you have already provided some of this information in response to other parts of this application, you may summarize that information here and refer to the specific parts of the application for supporting details. You may also attach representative copies of newsletters, brochures, or similar documents for supporting details to this narrative. Remember that if this application is approved, it will be open for public inspection. Therefore, your narrative description of activities should be thorough and accurate. Refer to the instructions for information that must be included in your description.

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors

- 1a** List the names, titles, and mailing addresses of all of your officers, directors, and trustees. For each person listed, state their total annual **compensation**, or proposed compensation, for all services to the organization, whether as an officer, employee, or other position. Use actual figures, if available. Enter "none" if no compensation is or will be paid. If additional space is needed, attach a separate sheet. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
See attached statement.		-----	

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b** List the names, titles, and mailing addresses of each of your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation. Do not include officers, directors, or trustees listed in line 1a.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None		
		
		
		
		

- c** List the names, names of businesses, and mailing addresses of your five highest compensated **independent contractors** that receive or will receive compensation of more than \$50,000 per year. Use the actual figure, if available. Refer to the instructions for information on what to include as compensation.

Name	Title	Mailing address	Compensation amount (annual actual or estimated)
None		
		
		
		
		

The following "Yes" or "No" questions relate to *past, present, or planned* relationships, transactions, or agreements with your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, and 1c.

2a Are any of your officers, directors, or trustees **related** to each other through **family or business relationships**? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

b Do you have a business relationship with any of your officers, directors, or trustees other than through their position as an officer, director, or trustee? If "Yes," identify the individuals and describe the business relationship with each of your officers, directors, or trustees. ☐ Yes ☒ No

c Are any of your officers, directors, or trustees related to your highest compensated employees or highest compensated independent contractors listed on lines 1b or 1c through family or business relationships? If "Yes," identify the individuals and explain the relationship. ☐ Yes ☒ No

3a For each of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c, attach a list showing their name, qualifications, average hours worked, and duties.

b Do any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, or 1c receive compensation from any other organizations, whether tax exempt or taxable, that are related to you through **common control**? If "Yes," identify the individuals, explain the relationship between you and the other organization, and describe the compensation arrangement. ☐ Yes ☒ No

4 In establishing the compensation for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed on lines 1a, 1b, and 1c, the following practices are recommended, although they are not required to obtain exemption. Answer "Yes" to all the practices you use.

a Do you or will the individuals that approve compensation arrangements follow a conflict of interest policy? ☒ Yes ☐ No

b Do you or will you approve compensation arrangements in advance of paying compensation? ☒ Yes ☐ No

c Do you or will you document in writing the date and terms of approved compensation arrangements? ☒ Yes ☐ No

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- d** Do you or will you record in writing the decision made by each individual who decided or voted on compensation arrangements? ☒ **Yes** ☐ **No**
- e** Do you or will you approve compensation arrangements based on information about compensation paid by **similarly situated** taxable or tax-exempt organizations for similar services, current compensation surveys compiled by independent firms, or actual written offers from similarly situated organizations? Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☒ **Yes** ☐ **No**
- f** Do you or will you record in writing both the information on which you relied to base your decision and its source? ☒ **Yes** ☐ **No**
- g** If you answered "No" to any item on lines 4a through 4f, describe how you set compensation that is **reasonable** for your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c.
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- 5a** Have you adopted a **conflict of interest policy** consistent with the sample conflict of interest policy in Appendix A to the instructions? If "Yes," provide a copy of the policy and explain how the policy has been adopted, such as by resolution of your governing board. If "No," answer lines 5b and 5c. ☒ **Yes** ☐ **No**
- b** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you for setting their own compensation?
- c** What procedures will you follow to assure that persons who have a conflict of interest will not have influence over you regarding business deals with themselves?
- Note:** A conflict of interest policy is recommended though it is not required to obtain exemption. Hospitals, see Schedule C, Section I, line 14.
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- 6a** Do you or will you compensate any of your officers, directors, trustees, highest compensated employees, and highest compensated independent contractors listed in lines 1a, 1b, or 1c through **non-fixed payments**, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are determined, who is eligible for such arrangements, whether you place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
- b** Do you or will you compensate any of your employees, other than your officers, directors, trustees, or your five highest compensated employees who receive or will receive compensation of more than \$50,000 per year, through non-fixed payments, such as discretionary bonuses or revenue-based payments? If "Yes," describe all non-fixed compensation arrangements, including how the amounts are or will be determined, who is or will be eligible for such arrangements, whether you place or will place a limitation on total compensation, and how you determine or will determine that you pay no more than reasonable compensation for services. Refer to the instructions for Part V, lines 1a, 1b, and 1c, for information on what to include as compensation. ☐ **Yes** ☒ **No**
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- 7a** Do you or will you purchase any goods, services, or assets from any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such purchase that you made or intend to make, from whom you make or will make such purchases, how the terms are or will be negotiated at **arm's length**, and explain how you determine or will determine that you pay no more than **fair market value**. Attach copies of any written contracts or other agreements relating to such purchases. ☐ **Yes** ☒ **No**
- b** Do you or will you sell any goods, services, or assets to any of your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," describe any such sales that you made or intend to make, to whom you make or will make such sales, how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you are or will be paid at least fair market value. Attach copies of any written contracts or other agreements relating to such sales. ☐ **Yes** ☒ **No**
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- 8a** Do you or will you have any leases, contracts, loans, or other agreements with your officers, directors, trustees, highest compensated employees, or highest compensated independent contractors listed in lines 1a, 1b, or 1c? If "Yes," provide the information requested in lines 8b through 8f. ☐ **Yes** ☒ **No**
- b** Describe any written or oral arrangements that you made or intend to make.
- c** Identify with whom you have or will have such arrangements.
- d** Explain how the terms are or will be negotiated at arm's length.
- e** Explain how you determine you pay no more than fair market value or you are paid at least fair market value.
- f** Attach copies of any signed leases, contracts, loans, or other agreements relating to such arrangements.
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- 9a** Do you or will you have any leases, contracts, loans, or other agreements with any organization in which any of your officers, directors, or trustees are also officers, directors, or trustees, or in which any individual officer, director, or trustee owns more than a 35% interest? If "Yes," provide the information requested in lines 9b through 9f. ☐ **Yes** ☒ **No**

Part V Compensation and Other Financial Arrangements With Your Officers, Directors, Trustees, Employees, and Independent Contractors (Continued)

- b Describe any written or oral arrangements you made or intend to make.
- c Identify with whom you have or will have such arrangements.
- d Explain how the terms are or will be negotiated at arm's length.
- e Explain how you determine or will determine you pay no more than fair market value or that you are paid at least fair market value.
- f Attach a copy of any signed leases, contracts, loans, or other agreements relating to such arrangements.

Part VI Your Members and Other Individuals and Organizations That Receive Benefits From You

The following "Yes" or "No" questions relate to goods, services, and funds you provide to individuals and organizations as part of your activities. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1a In carrying out your exempt purposes, do you provide goods, services, or funds to individuals? If "Yes," describe each program that provides goods, services, or funds to individuals. ☒ Yes ☐ No
- b In carrying out your exempt purposes, do you provide goods, services, or funds to organizations? If "Yes," describe each program that provides goods, services, or funds to organizations. ☒ Yes ☐ No
- 2 Do any of your programs limit the provision of goods, services, or funds to a specific individual or group of specific individuals? For example, answer "Yes," if goods, services, or funds are provided only for a particular individual, your members, individuals who work for a particular employer, or graduates of a particular school. If "Yes," explain the limitation and how recipients are selected for each program. ☐ Yes ☒ No
- 3 Do any individuals who receive goods, services, or funds through your programs have a family or business relationship with any officer, director, trustee, or with any of your highest compensated employees or highest compensated independent contractors listed in Part V, lines 1a, 1b, and 1c? If "Yes," explain how these related individuals are eligible for goods, services, or funds. ☒ Yes ☐ No

Part VII Your History

The following "Yes" or "No" questions relate to your history. (See instructions.)

- 1 Are you a **successor** to another organization? Answer "Yes," if you have taken or will take over the activities of another organization; you took over 25% or more of the fair market value of the net assets of another organization; or you were established upon the conversion of an organization from for-profit to non-profit status. If "Yes," complete Schedule G. ☐ Yes ☒ No
- 2 Are you submitting this application more than 27 months after the end of the month in which you were legally formed? If "Yes," complete Schedule E. ☒ Yes ☐ No

Part VIII Your Specific Activities

The following "Yes" or "No" questions relate to specific activities that you may conduct. Check the appropriate box. Your answers should pertain to *past*, *present*, and *planned* activities. (See instructions.)

- 1 Do you support or oppose candidates in **political campaigns** in any way? If "Yes," explain. ☐ Yes ☒ No
- 2a Do you attempt to **influence legislation**? If "Yes," explain how you attempt to influence legislation and complete line 2b. If "No," go to line 3a. ☐ Yes ☒ No
- b Have you made or are you making an **election** to have your legislative activities measured by expenditures by filing Form 5768? If "Yes," attach a copy of the Form 5768 that was already filed or attach a completed Form 5768 that you are filing with this application. If "No," describe whether your attempts to influence legislation are a substantial part of your activities. Include the time and money spent on your attempts to influence legislation as compared to your total activities. ☐ Yes ☒ No
- 3a Do you or will you operate bingo or **gaming** activities? If "Yes," describe who conducts them, and list all revenue received or expected to be received and expenses paid or expected to be paid in operating these activities. **Revenue and expenses** should be provided for the time periods specified in Part IX, Financial Data. ☐ Yes ☒ No
- b Do you or will you enter into contracts or other agreements with individuals or organizations to conduct bingo or gaming for you? If "Yes," describe any written or oral arrangements that you made or intend to make, identify with whom you have or will have such arrangements, explain how the terms are or will be negotiated at arm's length, and explain how you determine or will determine you pay no more than fair market value or you will be paid at least fair market value. Attach copies or any written contracts or other agreements relating to such arrangements. ☐ Yes ☒ No
- c List the states and local jurisdictions, including Indian Reservations, in which you conduct or will conduct gaming or bingo.

Part VIII Your Specific Activities (Continued)

4a Do you or will you undertake **fundraising**? If "Yes," check all the fundraising programs you do or will conduct. (See instructions.) ☒ **Yes** ☐ **No**

- | | |
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| <input checked="" type="checkbox"/> mail solicitations | <input checked="" type="checkbox"/> phone solicitations |
| <input checked="" type="checkbox"/> email solicitations | <input checked="" type="checkbox"/> accept donations on your website |
| <input checked="" type="checkbox"/> personal solicitations | <input type="checkbox"/> receive donations from another organization's website |
| <input checked="" type="checkbox"/> vehicle, boat, plane, or similar donations | <input checked="" type="checkbox"/> government grant solicitations |
| <input checked="" type="checkbox"/> foundation grant solicitations | <input type="checkbox"/> Other |

Attach a description of each fundraising program.

b Do you or will you have written or oral contracts with any individuals or organizations to raise funds for you? If "Yes," describe these activities. Include all revenue and expenses from these activities and state who conducts them. Revenue and expenses should be provided for the time periods specified in Part IX, Financial Data. Also, attach a copy of any contracts or agreements. ☐ **Yes** ☒ **No**

c Do you or will you engage in fundraising activities for other organizations? If "Yes," describe these arrangements. Include a description of the organizations for which you raise funds and attach copies of all contracts or agreements. ☐ **Yes** ☒ **No**

d List all states and local jurisdictions in which you conduct fundraising. For each state or local jurisdiction listed, specify whether you fundraise for your own organization, you fundraise for another organization, or another organization fundraises for you.

e Do you or will you maintain separate accounts for any contributor under which the contributor has the right to advise on the use or distribution of funds? Answer "Yes" if the donor may provide advice on the types of investments, distributions from the types of investments, or the distribution from the donor's contribution account. If "Yes," describe this program, including the type of advice that may be provided and submit copies of any written materials provided to donors. ☐ **Yes** ☒ **No**

5 Are you **affiliated** with a governmental unit? If "Yes," explain. ☐ **Yes** ☒ **No**

6a Do you or will you engage in **economic development**? If "Yes," describe your program. ☐ **Yes** ☒ **No**

b Describe in full who benefits from your economic development activities and how the activities promote exempt purposes.

7a Do or will persons other than your employees or volunteers **develop** your facilities? If "Yes," describe each facility, the role of the developer, and any business or family relationship(s) between the developer and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

b Do or will persons other than your employees or volunteers **manage** your activities or facilities? If "Yes," describe each activity and facility, the role of the manager, and any business or family relationship(s) between the manager and your officers, directors, or trustees. ☐ **Yes** ☒ **No**

c If there is a business or family relationship between any manager or developer and your officers, directors, or trustees, identify the individuals, explain the relationship, describe how contracts are negotiated at arm's length so that you pay no more than fair market value, and submit a copy of any contracts or other agreements.

8 Do you or will you enter into **joint ventures**, including partnerships or **limited liability companies** treated as partnerships, in which you share profits and losses with partners other than section 501(c)(3) organizations? If "Yes," describe the activities of these joint ventures in which you participate. ☐ **Yes** ☒ **No**

9a Are you applying for exemption as a childcare organization under section 501(k)? If "Yes," answer lines 9b through 9d. If "No," go to line 10. ☐ **Yes** ☒ **No**

b Do you provide child care so that parents or caretakers of children you care for can be **gainfully employed** (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☒ **No**

c Of the children for whom you provide child care, are 85% or more of them cared for by you to enable their parents or caretakers to be gainfully employed (see instructions)? If "No," explain how you qualify as a childcare organization described in section 501(k). ☐ **Yes** ☒ **No**

d Are your services available to the general public? If "No," describe the specific group of people for whom your activities are available. Also, see the instructions and explain how you qualify as a childcare organization described in section 501(k). ☒ **Yes** ☐ **No**

10 Do you or will you publish, own, or have rights in music, literature, tapes, artworks, choreography, scientific discoveries, or other **intellectual property**? If "Yes," explain. Describe who owns or will own any copyrights, patents, or trademarks, whether fees are or will be charged, how the fees are determined, and how any items are or will be produced, distributed, and marketed. ☐ **Yes** ☒ **No**

Part VIII Your Specific Activities (Continued)

11	Do you or will you accept contributions of: real property; conservation easements; closely held securities; intellectual property such as patents, trademarks, and copyrights; works of music or art; licenses; royalties; automobiles, boats, planes, or other vehicles; or collectibles of any type? If "Yes," describe each type of contribution, any conditions imposed by the donor on the contribution, and any agreements with the donor regarding the contribution.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
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12a	Do you or will you operate in a foreign country or countries ? If "Yes," answer lines 12b through 12d. If "No," go to line 13a.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	b Name the foreign countries and regions within the countries in which you operate.	
	c Describe your operations in each country and region in which you operate.	
	d Describe how your operations in each country and region further your exempt purposes.	
<hr/>		
13a	Do you or will you make grants, loans, or other distributions to organization(s)? If "Yes," answer lines 13b through 13g. If "No," go to line 14a.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	b Describe how your grants, loans, or other distributions to organizations further your exempt purposes.	
	c Do you have written contracts with each of these organizations? If "Yes," attach a copy of each contract.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	d Identify each recipient organization and any relationship between you and the recipient organization.	
	e Describe the records you keep with respect to the grants, loans, or other distributions you make.	
	f Describe your selection process, including whether you do any of the following:	
	(i) Do you require an application form? If "Yes," attach a copy of the form.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	(ii) Do you require a grant proposal? If "Yes," describe whether the grant proposal specifies your responsibilities and those of the grantee, obligates the grantee to use the grant funds only for the purposes for which the grant was made, provides for periodic written reports concerning the use of grant funds, requires a final written report and an accounting of how grant funds were used, and acknowledges your authority to withhold and/or recover grant funds in case such funds are, or appear to be, misused.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	g Describe your procedures for oversight of distributions that assure you the resources are used to further your exempt purposes, including whether you require periodic and final reports on the use of resources.	
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14a	Do you or will you make grants, loans, or other distributions to foreign organizations? If "Yes," answer lines 14b through 14f. If "No," go to line 15.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
	b Provide the name of each foreign organization, the country and regions within a country in which each foreign organization operates, and describe any relationship you have with each foreign organization.	
	c Does any foreign organization listed in line 14b accept contributions earmarked for a specific country or specific organization? If "Yes," list all earmarked organizations or countries.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	d Do your contributors know that you have ultimate authority to use contributions made to you at your discretion for purposes consistent with your exempt purposes? If "Yes," describe how you relay this information to contributors.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	e Do you or will you make pre-grant inquiries about the recipient organization? If "Yes," describe these inquiries, including whether you inquire about the recipient's financial status, its tax-exempt status under the Internal Revenue Code, its ability to accomplish the purpose for which the resources are provided, and other relevant information.	<input type="checkbox"/> Yes <input type="checkbox"/> No
	f Do you or will you use any additional procedures to ensure that your distributions to foreign organizations are used in furtherance of your exempt purposes? If "Yes," describe these procedures, including site visits by your employees or compliance checks by impartial experts, to verify that grant funds are being used appropriately.	<input type="checkbox"/> Yes <input type="checkbox"/> No

Part VIII Your Specific Activities *(Continued)*

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|-----------|--|-------------------------------------|---|
| 15 | Do you have a close connection with any organizations? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 16 | Are you applying for exemption as a cooperative hospital service organization under section 501(e)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 17 | Are you applying for exemption as a cooperative service organization of operating educational organizations under section 501(f)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 18 | Are you applying for exemption as a charitable risk pool under section 501(n)? If "Yes," explain. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 19 | Do you or will you operate a school ? If "Yes," complete Schedule B. Answer "Yes," whether you operate a school as your main function or as a secondary activity. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 20 | Is your main function to provide hospital or medical care ? If "Yes," complete Schedule C. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 21 | Do you or will you provide low-income housing or housing for the elderly or handicapped ? If "Yes," complete Schedule F. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |
| 22 | Do you or will you provide scholarships, fellowships, educational loans, or other educational grants to individuals, including grants for travel, study, or other similar purposes? If "Yes," complete Schedule H. | <input type="checkbox"/> Yes | <input checked="" type="checkbox"/> No |

Note: **Private foundations** may use Schedule H to request advance approval of individual grant procedures.

Part IX Financial Data

For purposes of this schedule, years in existence refer to completed tax years. If in existence 4 or more years, complete the schedule for the most recent 4 tax years. If in existence more than 1 year but less than 4 years, complete the statements for each year in existence and provide projections of your likely revenues and expenses based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. If in existence less than 1 year, provide projections of your likely revenues and expenses for the current year and the 2 following years, based on a reasonable and good faith estimate of your future finances for a total of 3 years of financial information. (See instructions.)

A. Statement of Revenues and Expenses

Type of revenue or expense		Current tax year		3 prior tax years or 2 succeeding tax years		(e) Provide Total for (a) through (d)
		(a) From <u>1/1/12</u> To <u>12/31/12</u>	(b) From <u>1/1/11</u> To <u>12/31/11</u>	(c) From <u>1/1/10</u> To <u>12/31/10</u>	(d) From <u>1/1/09</u> To <u>12/31/09</u>	
Revenues	1 Gifts, grants, and contributions received (do not include unusual grants)	7,424	941			8,365
	2 Membership fees received	52,746	41,975	12,514	15,563	122,798
	3 Gross investment income		34	152	209	395
	4 Net unrelated business income					
	5 Taxes levied for your benefit					
	6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)					
	7 Any revenue not otherwise listed above or in lines 9–12 below (attach an itemized list)					
	8 Total of lines 1 through 7	60,170	42,950	12,666	15,772	131,558
	9 Gross receipts from admissions, merchandise sold or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)	32,886	56,971	47,165	34,292	171,314
	10 Total of lines 8 and 9	93,056	99,921	59,831	50,064	302,872
	11 Net gain or loss on sale of capital assets (attach schedule and see instructions)					
	12 Unusual grants					
	13 Total Revenue Add lines 10 through 12	93,056	99,921	59,831	50,064	302,872
Expenses	14 Fundraising expenses	35,194	35,814	39,050	18,157	
	15 Contributions, gifts, grants, and similar amounts paid out (attach an itemized list)					
	16 Disbursements to or for the benefit of members (attach an itemized list)					
	17 Compensation of officers, directors, and trustees					
	18 Other salaries and wages					
	19 Interest expense					
	20 Occupancy (rent, utilities, etc.)	959	847	896	876	
	21 Depreciation and depletion					
	22 Professional fees	10,591	5,923	7,397	13,640	
	23 Any expense not otherwise classified, such as program services (attach itemized list)	42,515	31,590	17,417	9,528	
	24 Total Expenses Add lines 14 through 23	89,259	74,174	64,760	42,201	

Part IX Financial Data (Continued)**B. Balance Sheet (for your most recently completed tax year)**

Year End:

Assets		(Whole dollars)
1	Cash	75,487
2	Accounts receivable, net	457
3	Inventories	6,244
4	Bonds and notes receivable (attach an itemized list)	
5	Corporate stocks (attach an itemized list)	
6	Loans receivable (attach an itemized list)	
7	Other investments (attach an itemized list)	
8	Depreciable and depletable assets (attach an itemized list)	
9	Land	
10	Other assets (attach an itemized list)	
11	Total Assets (add lines 1 through 10)	82,188
Liabilities		
12	Accounts payable	
13	Contributions, gifts, grants, etc. payable	
14	Mortgages and notes payable (attach an itemized list)	
15	Other liabilities (attach an itemized list)	
16	Total Liabilities (add lines 12 through 15)	
Fund Balances or Net Assets		
17	Total fund balances or net assets	82,188
18	Total Liabilities and Fund Balances or Net Assets (add lines 16 and 17)	82,188
19	Have there been any substantial changes in your assets or liabilities since the end of the period shown above? If "Yes," explain. <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No	

Part X Public Charity Status

Part X is designed to classify you as an organization that is either a **private foundation** or a **public charity**. Public charity status is a more favorable tax status than private foundation status. If you are a private foundation, Part X is designed to further determine whether you are a **private operating foundation**. (See instructions.)

1a	Are you a private foundation? If "Yes," go to line 1b. If "No," go to line 5 and proceed as instructed. If you are unsure, see the instructions.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	As a private foundation, section 508(e) requires special provisions in your organizing document in addition to those that apply to all organizations described in section 501(c)(3). Check the box to confirm that your organizing document meets this requirement, whether by express provision or by reliance on operation of state law. Attach a statement that describes specifically where your organizing document meets this requirement, such as a reference to a particular article or section in your organizing document or by operation of state law. See the instructions, including Appendix B, for information about the special provisions that need to be contained in your organizing document. Go to line 2.	<input type="checkbox"/>
2	Are you a private operating foundation? To be a private operating foundation you must engage directly in the active conduct of charitable, religious, educational, and similar activities, as opposed to indirectly carrying out these activities by providing grants to individuals or other organizations. If "Yes," go to line 3. If "No," go to the signature section of Part XI.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3	Have you existed for one or more years? If "Yes," attach financial information showing that you are a private operating foundation; go to the signature section of Part XI. If "No," continue to line 4.	<input type="checkbox"/> Yes <input type="checkbox"/> No
4	Have you attached either (1) an affidavit or opinion of counsel, (including a written affidavit or opinion from a certified public accountant or accounting firm with expertise regarding this tax law matter), that sets forth facts concerning your operations and support to demonstrate that you are likely to satisfy the requirements to be classified as a private operating foundation; or (2) a statement describing your proposed operations as a private operating foundation?	<input type="checkbox"/> Yes <input type="checkbox"/> No
5	If you answered "No" to line 1a, indicate the type of public charity status you are requesting by checking one of the choices below. You may check only one box.	
	The organization is not a private foundation because it is:	
a	509(a)(1) and 170(b)(1)(A)(i)—a church or a convention or association of churches. Complete and attach Schedule A.	<input type="checkbox"/>
b	509(a)(1) and 170(b)(1)(A)(ii)—a school . Complete and attach Schedule B.	<input type="checkbox"/>
c	509(a)(1) and 170(b)(1)(A)(iii)—a hospital , a cooperative hospital service organization, or a medical research organization operated in conjunction with a hospital. Complete and attach Schedule C.	<input type="checkbox"/>
d	509(a)(3)—an organization supporting either one or more organizations described in line 5a through c, f, g, or h or a publicly supported section 501(c)(4), (5), or (6) organization. Complete and attach Schedule D.	<input type="checkbox"/>

Part X Public Charity Status (Continued)

- e** 509(a)(4)—an organization organized and operated exclusively for testing for public safety. ☐
- f** 509(a)(1) and 170(b)(1)(A)(iv)—an organization operated for the benefit of a college or university that is owned or operated by a governmental unit. ☐
- g** 509(a)(1) and 170(b)(1)(A)(vi)—an organization that receives a substantial part of its financial support in the form of contributions from publicly supported organizations, from a governmental unit, or from the general public. ☒
- h** 509(a)(2)—an organization that normally receives not more than one-third of its financial support from gross **investment income** and receives more than one-third of its financial support from contributions, membership fees, and gross receipts from activities related to its exempt functions (subject to certain exceptions). ☐
- i** A publicly supported organization, but unsure if it is described in 5g or 5h. The organization would like the IRS to decide the correct status. ☐

6 If you checked box g, h, or i in question 5 above, you must request either an **advance** or a **definitive ruling** by selecting one of the boxes below. Refer to the instructions to determine which type of ruling you are eligible to receive.

- a Request for Advance Ruling:** By checking this box and signing the consent, pursuant to section 6501(c)(4) of the Code you request an advance ruling and agree to extend the statute of limitations on the assessment of excise tax under section 4940 of the Code. The tax will apply only if you do not establish public support status at the end of the 5-year advance ruling period. The assessment period will be extended for the 5 advance ruling years to 8 years, 4 months, and 15 days beyond the end of the first year. You have the right to refuse or limit the extension to a mutually agreed-upon period of time or issue(s). Publication 1035, *Extending the Tax Assessment Period*, provides a more detailed explanation of your rights and the consequences of the choices you make. You may obtain Publication 1035 free of charge from the IRS web site at www.irs.gov or by calling toll-free 1-800-829-3676. Signing this consent will not deprive you of any appeal rights to which you would otherwise be entitled. If you decide not to extend the statute of limitations, you are not eligible for an advance ruling. ☐

Consent Fixing Period of Limitations Upon Assessment of Tax Under Section 4940 of the Internal Revenue Code

For Organization

(Signature of Officer, Director, Trustee, or other authorized official)

Adam Sher

(Type or print name of signer)

Director

(Type or print title or authority of signer)

(Date)

April 3, 2013

For IRS Use Only

IRS Director, Exempt Organizations

(Date)

- b Request for Definitive Ruling:** Check this box if you have completed one tax year of at least 8 full months and you are requesting a definitive ruling. To confirm your public support status, answer line 6b(i) if you checked box g in line 5 above. Answer line 6b(ii) if you checked box h in line 5 above. If you checked box i in line 5 above, answer both lines 6b(i) and (ii). ☒

(i) Enter 2% of line 8, column (e) on Part IX-A. Statement of Revenues and Expenses. **\$2,631**

(b) Attach a list showing the name and amount contributed by each person, company, or organization whose gifts totaled more than the 2% amount. If the answer is "None," check this box. ☐

(ii) (a) For each year amounts are included on lines 1, 2, and 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each **disqualified person**. If the answer is "None," check this box. ☐

(b) For each year amounts are included on line 9 of Part IX-A. Statement of Revenues and Expenses, attach a list showing the name of and amount received from each payer, other than a disqualified person, whose payments were more than the larger of (1) 1% of line 10, Part IX-A. Statement of Revenues and Expenses, or (2) \$5,000. If the answer is "None," check this box. ☐

- 7** Did you receive any unusual grants during any of the years shown on Part IX-A. Statement of Revenues and Expenses? If "Yes," attach a list including the name of the contributor, the date and amount of the grant, a brief description of the grant, and explain why it is unusual. ☐ Yes ☒ No

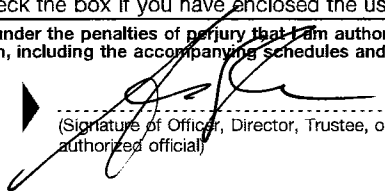
Part XI User Fee Information

You must include a user fee payment with this application. It will not be processed without your paid user fee. If your average annual gross receipts have exceeded or will exceed \$10,000 annually over a 4-year period, you must submit payment of \$750. If your gross receipts have not exceeded or will not exceed \$10,000 annually over a 4-year period, the required user fee payment is \$300. See instructions for Part XI, for a definition of **gross receipts** over a 4-year period. Your check or money order must be made payable to the United States Treasury. *User fees are subject to change. Check our website at www.irs.gov and type "User Fee" in the keyword box, or call Customer Account Services at 1-877-829-5500 for current information.*

- 1 Have your annual gross receipts averaged or are they expected to average not more than \$10,000? ☐ Yes ☒ No
If "Yes," check the box on line 2 and enclose a user fee payment of \$300 (Subject to change—see above).
If "No," check the box on line 3 and enclose a user fee payment of \$750 (Subject to change—see above).
- 2 Check the box if you have enclosed the reduced user fee payment of \$300 (Subject to change). ☐
- 3 Check the box if you have enclosed the user fee payment of \$750 (Subject to change). ☒

I declare under the penalties of perjury that I am authorized to sign this application on behalf of the above organization and that I have examined this application, including the accompanying schedules and attachments, and to the best of my knowledge it is true, correct, and complete.

Please
Sign
Here


(Signature of Officer, Director, Trustee, or other
authorized official)

Adam Sher

(Type or print name of signer)

Director

(Type or print title or authority of signer)

Apr. 13, 2013
(Date)

Reminder: Send the completed Form 1023 Checklist with your filled-in-application.

Form **1023** (Rev. 6-2006)

Schedule E. Organizations Not Filing Form 1023 Within 27 Months of Formation

Schedule E is intended to determine whether you are eligible for tax exemption under section 501(c)(3) from the postmark date of your application or from your date of incorporation or formation, whichever is earlier. If you are not eligible for tax exemption under section 501(c)(3) from your date of incorporation or formation, Schedule E is also intended to determine whether you are eligible for tax exemption under section 501(c)(4) for the period between your date of incorporation or formation and the postmark date of your application.

1	Are you a church, association of churches, or integrated auxiliary of a church? If "Yes," complete Schedule A and stop here. Do not complete the remainder of Schedule E.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
2a	Are you a public charity with annual gross receipts that are normally \$5,000 or less? If "Yes," stop here. Answer "No" if you are a private foundation, regardless of your gross receipts.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If your gross receipts were normally more than \$5,000, are you filing this application within 90 days from the end of the tax year in which your gross receipts were normally more than \$5,000? If "Yes," stop here.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
3a	Were you included as a subordinate in a group exemption application or letter? If "No," go to line 4.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
b	If you were included as a subordinate in a group exemption letter, are you filing this application within 27 months from the date you were notified by the organization holding the group exemption letter or the Internal Revenue Service that you cease to be covered by the group exemption letter? If "Yes," stop here.	<input type="checkbox"/> Yes <input type="checkbox"/> No
c	If you were included as a subordinate in a timely filed group exemption request that was denied, are you filing this application within 27 months from the postmark date of the Internal Revenue Service final adverse ruling letter? If "Yes," stop here.	<input type="checkbox"/> Yes <input type="checkbox"/> No
4	Were you created on or before October 9, 1969? If "Yes," stop here. Do not complete the remainder of this schedule.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
5	If you answered "No" to lines 1 through 4, we cannot recognize you as tax exempt from your date of formation unless you qualify for an extension of time to apply for exemption. Do you wish to request an extension of time to apply to be recognized as exempt from the date you were formed? If "Yes," attach a statement explaining why you did not file this application within the 27-month period. Do not answer lines 6, 7, or 8. If "No," go to line 6a.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
6a	If you answered "No" to line 5, you can only be exempt under section 501(c)(3) from the postmark date of this application. Therefore, do you want us to treat this application as a request for tax exemption from the postmark date? If "Yes," you are eligible for an advance ruling. Complete Part X, line 6a. If "No," you will be treated as a private foundation.	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No
Note. Be sure your ruling eligibility agrees with your answer to Part X, line 6.		
b	Do you anticipate significant changes in your sources of support in the future? If "Yes," complete line 7 below.	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No

Schedule E. Organizations Not Filing Form 1023 Within 27 Months of Formation (Continued)

- 7** Complete this item only if you answered "Yes" to line 6b. Include projected revenue for the first two full years following the current tax year.

Type of Revenue	Projected revenue for 2 years following current tax year		
	(a) From To	(b) From To	(c) Total
1 Gifts, grants, and contributions received (do not include unusual grants)			
2 Membership fees received			
3 Gross investment income			
4 Net unrelated business income			
5 Taxes levied for your benefit			
6 Value of services or facilities furnished by a governmental unit without charge (not including the value of services generally furnished to the public without charge)			
7 Any revenue not otherwise listed above or in lines 9-12 below (attach an itemized list)			
8 Total of lines 1 through 7			
9 Gross receipts from admissions, merchandise sold, or services performed, or furnishing of facilities in any activity that is related to your exempt purposes (attach itemized list)			
10 Total of lines 8 and 9			
11 Net gain or loss on sale of capital assets (attach an itemized list)			
12 Unusual grants			
13 Total revenue. Add lines 10 through 12			

- 8** According to your answers, you are only eligible for tax exemption under section 501(c)(3) from the postmark date of your application. However, you may be eligible for tax exemption under section 501(c)(4) from your date of formation to the postmark date of the Form 1023. Tax exemption under section 501(c)(4) allows exemption from federal income tax, but generally not deductibility of contributions under Code section 170. Check the box at right if you want us to treat this as a request for exemption under 501(c)(4) from your date of formation to the postmark date.



Attach a completed Page 1 of Form 1024, Application for Recognition of Exemption Under Section 501(a), to this application.

Schedule G. Successors to Other Organizations

1a Are you a **successor** to a **for-profit organization**? If "Yes," explain the relationship with the **predecessor** organization that resulted in your creation and complete line 1b. ☐ Yes ☒ No

b Explain why you took over the activities or assets of a for-profit organization or converted from for-profit to nonprofit status.

2a Are you a successor to an organization other than a for-profit organization? Answer "Yes" if you have taken or will take over the activities of another organization; or you have taken or will take over 25% or more of the fair market value of the net assets of another organization. If "Yes," explain the relationship with the other organization that resulted in your creation. ☐ Yes ☒ No

b Provide the tax status of the predecessor organization.

c Did you or did an organization to which you are a successor previously apply for tax exemption under section 501(c)(3) or any other section of the Code? If "Yes," explain how the application was resolved. ☒ Yes ☐ No

d Was your prior tax exemption or the tax exemption of an organization to which you are a successor revoked or suspended? If "Yes," explain. Include a description of the corrections you made to re-establish tax exemption. ☐ Yes ☒ No

e Explain why you took over the activities or assets of another organization.

3 Provide the name, last address, and EIN of the predecessor organization and describe its activities.

Name: _____ **EIN:** _____

Address: _____

4 List the owners, partners, principal stockholders, officers, and governing board members of the predecessor organization. Attach a separate sheet if additional space is needed.

Name	Address	Share/Interest (If a for-profit)

5 Do or will any of the persons listed in line 4, maintain a working relationship with you? If "Yes," describe the relationship in detail and include copies of any agreements with any of these persons or with any for-profit organizations in which these persons own more than a 35% interest. ☐ Yes ☐ No

6a Were any assets transferred, whether by gift or sale, from the predecessor organization to you? ☐ Yes ☐ No
If "Yes," provide a list of assets, indicate the value of each asset, explain how the value was determined, and attach an appraisal, if available. For each asset listed, also explain if the transfer was by gift, sale, or combination thereof.

b Were any restrictions placed on the use or sale of the assets? If "Yes," explain the restrictions. ☐ Yes ☐ No

c Provide a copy of the agreement(s) of sale or transfer.

7 Were any debts or liabilities transferred from the predecessor for-profit organization to you? ☐ Yes ☐ No
If "Yes," provide a list of the debts or liabilities that were transferred to you, indicating the amount of each, how the amount was determined, and the name of the person to whom the debt or liability is owed.

8 Will you lease or rent any property or equipment previously owned or used by the predecessor for-profit organization, or from persons listed in line 4, or from for-profit organizations in which these persons own more than a 35% interest? If "Yes," submit a copy of the lease or rental agreement(s). Indicate how the lease or rental value of the property or equipment was determined. ☐ Yes ☐ No

9 Will you lease or rent property or equipment to persons listed in line 4, or to for-profit organizations in which these persons own more than a 35% interest? If "Yes," attach a list of the property or equipment, provide a copy of the lease or rental agreement(s), and indicate how the lease or rental value of the property or equipment was determined. ☐ Yes ☐ No

Form 1023 Checklist

(Revised June 2006)

Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code

Note. Retain a copy of the completed Form 1023 in your permanent records. Refer to the General Instructions regarding Public Inspection of approved applications.

Check each box to finish your application (Form 1023). Send this completed Checklist with your filled-in application. If you have not answered all the items below, your application may be returned to you as incomplete.

- ☒ Assemble the application and materials in this order:
- Form 1023 Checklist
 - Form 2848, *Power of Attorney and Declaration of Representative* (if filing)
 - Form 8821, *Tax Information Authorization* (if filing)
 - Expedite request (if requesting)
 - Application (Form 1023 and Schedules A through H, as required)
 - Articles of organization
 - Amendments to articles of organization in chronological order
 - Bylaws or other rules of operation and amendments
 - Documentation of nondiscriminatory policy for schools, as required by Schedule B
 - Form 5768, *Election/Revocation of Election by an Eligible Section 501(c)(3) Organization To Make Expenditures To Influence Legislation* (if filing)
 - All other attachments, including explanations, financial data, and printed materials or publications. Label each page with name and EIN.
- ☒ User fee payment placed in envelope on top of checklist. DO NOT STAPLE or otherwise attach your check or money order to your application. Instead, just place it in the envelope.
- ☒ Employer Identification Number (EIN)
- ☒ Completed Parts I through XI of the application, including any requested information and any required Schedules A through H.
- You must provide specific details about your past, present, and planned activities.
 - Generalizations or failure to answer questions in the Form 1023 application will prevent us from recognizing you as tax exempt.
 - Describe your purposes and proposed activities in specific easily understood terms.
 - Financial information should correspond with proposed activities.
- ☒ Schedules. Submit only those schedules that apply to you and check either "Yes" or "No" below.
- | | | | |
|------------|--|------------|--|
| Schedule A | Yes ___ No <input checked="" type="checkbox"/> | Schedule E | Yes <input checked="" type="checkbox"/> No ___ |
| Schedule B | Yes ___ No <input checked="" type="checkbox"/> | Schedule F | Yes ___ No <input checked="" type="checkbox"/> |
| Schedule C | Yes ___ No <input checked="" type="checkbox"/> | Schedule G | Yes <input checked="" type="checkbox"/> No ___ |
| Schedule D | Yes ___ No <input checked="" type="checkbox"/> | Schedule H | Yes ___ No <input checked="" type="checkbox"/> |

- ☒ An exact copy of your complete articles of organization (creating document). Absence of the proper purpose and dissolution clauses is the number one reason for delays in the issuance of determination letters.
 - Location of Purpose Clause from Part III, line 1 (Page, Article and Paragraph Number) **Pg 1, Art III, Para B**
 - Location of Dissolution Clause from Part III, line 2b or 2c (Page, Article and Paragraph Number) or by operation of state law **Pg 2, Art III, Para F**
- ☒ Signature of an officer, director, trustee, or other official who is authorized to sign the application.
 - Signature at Part XI of Form 1023.
- ☒ Your name on the application must be the same as your legal name as it appears in your articles of organization.

Send completed Form 1023, user fee payment, and all other required information, to:

Internal Revenue Service
P.O. Box 192
Covington, KY 41012-0192

If you are using express mail or a delivery service, send Form 1023, user fee payment, and attachments to:

Internal Revenue Service
201 West Rivercenter Blvd.
Attn: Extracting Stop 312
Covington, KY 41011



Boulder Mountainbike Alliance
P.O. Box 4954
Boulder, CO 80306-4954
EIN 84-1240757
Attachment to Form 1023

Part II: Organizational Structure

Line 1: Corporation

2013 Amended and Restated Articles of Incorporation (3 pages)

1991 Original Articles of Incorporation (6 pages)

2006 Amendment to Articles of Incorporation - Corporate name change (2 pages)

2007 Amendment and Restatement of Articles of Incorporation (5 pages)

Line 5: Bylaws

Amendment to Boulder Mountainbike Alliance Corporate Bylaws (1 page)

Boulder Mountainbike Alliance Corporate Bylaws (14 pages)

Appendix A. Conflict of Interest Policy of Boulder Mountainbike Alliance (4 pages)



Document must be filed electronically.
Paper documents are not accepted.
Fees & forms are subject to change.
For more information or to print copies
of filed documents, visit www.sos.state.co.us.

Colorado Secretary of State
Date and Time: 04/02/2013 12:20 PM
ID Number: 19911067678
Document number: 20131214247
Amount Paid: \$25.00

ABOVE SPACE FOR OFFICE USE ONLY

Amended and Restated Articles of Incorporation

filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

ID number: 19911067678

1. Entity name: Boulder Mountainbike Alliance
(If changing the name of the corporation, indicate name before the name change)

2. New Entity name:
(if applicable) _____

3. Use of Restricted Words *(if any of these terms are contained in an entity name, true name of an entity, trade name or trademark stated in this document, mark the applicable box):*

- ☐ "bank" or "trust" or any derivative thereof
☐ "credit union" ☐ "savings and loan"
☐ "insurance", "casualty", "mutual", or "surety"

4. If the corporation's period of duration as amended is less than perpetual, state the date on which the period of duration expires: _____
(mm/dd/yyyy)

or

If the corporation's period of duration as amended is perpetual, mark this box: ☒

5. The amended and restated constituent filed document is attached.

6. The amendment to the articles of incorporation was in the manner indicated below:
(make the applicable selection)

- ☐ The amendment and restatement was adopted by the board of directors or incorporators without member action and member action was not required.
- ☒ The amendment and restatement was adopted by the members AND the number of votes cast for the amendment by each voting group entitled to vote separately on the amendment was sufficient for approval by that voting group.

(If the amended and restated articles of incorporation include amendments adopted on a different date or in a different manner, mark this box ☐ and include an attachment stating the date and manner of adoption.)

7. (Optional) Delayed effective date: _____
(mm/dd/yyyy)

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic

statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

Noffsinger		Zachary	
(Last)	(First)	(Middle)	(Suffix)
E4-539			
(Street name and number or Post Office Box number)			
2525 Arapahoe Avenue			
Boulder		CO	80302
(City)	(State)	(Postal/Zip Code)	
United States			
(Province – if applicable)		(Country – if not US)	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

Disclaimer:

This form, and any related instructions, are not intended to provide legal, business or tax advice, and are offered as a public service without representation or warranty. While this form is believed to satisfy minimum legal requirements as of its revision date, compliance with applicable law, as the same may be amended from time to time, remains the responsibility of the user of this form. Questions should be addressed to the user's attorney.

BOULDER MOUNTAINBIKE ALLIANCE

SECOND AMENDED AND RESTATED ARTICLES OF INCORPORATION

Pursuant to the provisions of the Colorado Revised Nonprofit Corporation Act (the “Act”), the undersigned corporation adopts the following Second Amended and Restated Articles of Incorporation. These articles correctly set forth the provisions of the Articles of Incorporation, as amended, and supersede the original Articles of Incorporation and all amendments and restatements thereto.

ARTICLE I NAME

The name of the corporation is Boulder Mountainbike Alliance, Inc. (the “Corporation”).

ARTICLE II OFFICES

The street address of the registered office of the Corporation is One Boulder Plaza, 1801 13th Street, Suite 300, Boulder CO 80302 and the name of the initial registered agent at that address is Adam Sher. The address of the Corporation’s principal office is P.O. Box 4954, Boulder CO 80306. The registered office and the principal office of the Corporation may be changed by the Board of Directors. The Corporation may have such other offices as the Board of Directors may determine or as the affairs of Corporation may require from time to time.

ARTICLE III PURPOSES AND RESTRICTIONS

A. The purpose of the Corporation is to engage in any lawful act or activity for which nonprofit corporations may be organized under Act, including to improve the trail experience for everyone in Boulder County, Colorado through social rides and events, advocacy, and trail building.

B. The Corporation is organized exclusively for charitable, religious, educational, or scientific purposes, including, for such purposes, the making of distributions to organizations that qualify under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding section of any future federal tax code.

C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, 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 these Articles.

D. 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 publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

E. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under

section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

F. Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the 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 a public purpose. Any such assets not so disposed of shall be disposed of by a Court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV BOARD OF DIRECTORS

The corporate powers shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of a board of directors. The number of the directors of the Corporation shall be at least one (1) and shall be determined in the manner set forth in the Bylaws of the Corporation. Despite the expiration of his or her term, a director continues to serve until his or her successor is elected and qualified.

ARTICLE V MEMBERSHIP

The Corporation shall have members with such characteristics, qualifications, rights and obligations as set forth in the Bylaws of the Corporation. The Corporation shall have no capital stock.

ARTICLE VI LIMITATION ON DIRECTOR LIABILITY

A director of the Corporation shall not be personally liable to the Corporation or to its members for monetary damages for breach of fiduciary duty as a director; except that this provision shall not eliminate or limit the liability of a director to the Corporation or to its members for monetary damages otherwise existing for:

- (i) any breach of the director's duty of loyalty to the Corporation or to its members;
- (ii) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;
- (iii) acts specified in Section 7-128-403 or Section 7-128-501 of the Act; or
- (iv) any transaction from which the director directly or indirectly derived any improper personal benefit.

If the Act is hereafter amended or superseded to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Act as so amended or superseded. Any repeal or modification of this Article VI shall not adversely affect any right or protection of a director of the Corporation under this Article VI, as in effect immediately prior to such repeal or modification, with respect to any liability that would have accrued, but for this Article VI, prior to such repeal or modification.

**ARTICLE VII
INDEMNIFICATION**

The Corporation shall indemnify, to the fullest extent permitted by applicable law in effect from time to time, any person, and the estate and personal representative of any such person, against all liability and expense (including attorneys' fees) incurred by reason of the fact that the person is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, such person is or was serving at the request of the Corporation as a director, officer, partner, trustee, employee, fiduciary, or agent of, or in any similar managerial or fiduciary position of, another domestic or foreign corporation or other individual or entity or of an employee benefit plan. The Corporation shall also indemnify any person who is serving or has served the Corporation as director, officer, employee, fiduciary, or agent, and that person's estate and personal representative, to the extent and in the manner provided in any bylaw, resolution of the members or directors, contract, or otherwise, so long as such provision is legally permissible.

**ARTICLE VIII
TERM OF EXISTENCE**

The duration of the Corporation shall be perpetual.

**ARTICLE XIV
AMENDMENT OF ARTICLES OF INCORPORATION**

A quorum of members of the Corporation entitled to vote shall have the right from time to time, on the vote of a majority of such members, to dissolve the Corporation or to amend, alter or repeal any provision contained in these Articles.

* * * * *

The name and mailing address of the individual who causes this document to be delivered for filing, and to whom the Secretary of State may deliver notice if filing of this document is refused, is Zachary N. Noffsinger, 2525 Arapahoe Avenue, #E4-539, Boulder, Colorado 80302.

NONPROFIT

ARTICLES OF INCORPORATION
OF
BOULDER OFFROAD ALLIANCE

08-27-91 10:25
911057578 \$10.00

The undersigned, desiring to form a nonprofit corporation pursuant to the Colorado Nonprofit Corporation Act, C.R.S. §7-20-101, et seq., hereby states that:

FIRST: The name of the corporation is "Boulder Offroad Alliance."

SECOND: The duration of the corporation shall be perpetual.

THIRD: The nature, objects and purposes of the business to be transacted shall be as follows:

(i) Promote mountain bike participation in Boulder County; make mountain biking a more pleasurable experience in Boulder County; assume a lead role in both Boulder city and county policy issues which relate to mountain biking; act as a liaison between private/public, and city/county mountain biking interests; promote trail etiquette, safety and technique; to encourage proper land use (discretionary reopening of trails, open multiple use trails, and monitor effects of mountain biking on existing trails); and trail maintenance;

(ii) To transact all lawful business for which corporations may be incorporated pursuant to Articles 20-29 of Title 7 of the Colorado Nonprofit Corporation Act.

The foregoing statement of corporate purposes shall be construed as a statement of both purposes and powers and not as



COMPUTER UPDATE COMPLETE

restricting or limiting in any way the general powers of the corporation, or their existence and enjoyment, as they are expressly or impliedly granted by the laws of the State of Colorado. In furtherance of the foregoing purposes, the corporation shall have and may exercise all of the rights, powers and privileges now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado. In addition, it may do everything necessary, suitable or proper for the accomplishment of any of its corporate purposes.

FOURTH: The address of the initial registered office of the corporation shall be 1420 Alpine Avenue, Boulder, Colorado 80304. The name of the initial registered agent of the corporation at such address is Kent C. Young.

FIFTH: The corporation shall have two classes of members, non-voting and voting. A non-voting member will be an individual, corporation, partnership or other legal entity who makes a minimum contribution of \$15.00. A voting member is a non-voting member with the additional requirement that he/she must attend a minimum of three Boulder Offroad Alliance meetings and one Boulder Offroad Alliance-sponsored field trip.

SIXTH: The number of directors of the corporation shall be fixed by the Bylaws. The initial board shall be five in number with the following persons constituting that board:

Kent C. Young

1420 Alpine Avenue
Boulder, CO 80304

Mike A. Gurrola

4676 Talbot Drive
Boulder, CO 80303

Brian D. Worthy	2616 7th Boulder CO 80304
Steve D. Pfeiff	839 Pearl Street Boulder, CO 80302
Ann S. Closser	4285 Whitney Place Boulder, CO 80303

SEVENTH: The following is the incorporator of the corporation:

Kent C. Young	1420 Alpine Avenue Boulder, CO 80304
---------------	---

EIGHTH: The board of directors shall have the power to adopt and amend the Bylaws of the corporation as they may deem proper for the management of the affairs of the corporation. The Bylaws shall not be inconsistent with these Articles and, if inconsistent, the provisions of these Articles of Incorporation shall be controlling.

NINTH: The annual, regular and special meetings of the corporation and the time, place and manner of giving notice shall be in accordance with the laws of Colorado and the Bylaws of the corporation.

TENTH: No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered.

ELEVENTH: These Articles of Incorporation may be amended from time to time by a vote of two-thirds of the voting

members; provided, however, no amendment may violate the laws of Colorado or the United States.

TWELFTH: The following provision is inserted for the management of the business and for the conduct of the affairs of the corporation, and the same are in furtherance of and not in limitation or exclusion of the powers conferred by law:

Directors of the corporation shall have no personal liability to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, provided that each director shall remain liable (i) for any breach of the director's duty of loyalty to the corporation or its members, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) for acts specified in Section 7-24-111 of the Colorado Corporation Law, or (iv) for any transaction from which the director derived an improper personal benefit.

THIRTEENTH: Upon dissolution of the corporation, the voting members of the corporation by majority vote will determine the appropriate disposition of the corporation's assets. In the event the voting members are not able to agree on a distribution of the corporation's assets, the assets will be distributed to the existing voting members.

IN WITNESS WHEREOF, the incorporator of Boulder Offroad Alliance has caused these Articles to be signed this 22 day of August, 1991.

Kent C. Young

STATE OF COLORADO]
COUNTY OF BOULDER] ss.

Subscribed and sworn to before me in the _____
County of Boulder, State of Colorado, this 22nd day of
August, 1991, by Kent C. Young.

WITNESS my hand and official seal.

My commission expires: NOV 8 1992

Larry J. Anderson
Notary Public



Colorado Secretary of State
Date and Time: 03/31/2006 12:45 PM
Entity Id: 19911067678
Document number: 20061138460

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Articles of Amendment

filed pursuant to §7-90-301, et seq. and §7-130-105 of the Colorado Revised Statutes (C.R.S.)

ID number 19911067678

1. Entity name BOULDER OFFROAD ALLIANCE
(If changing the name of the corporation, indicate name BEFORE the name change)

2. New Entity name
(if applicable) Boulder Mountainbike Alliance

3. *(If the following statement applies, adopt the statement by marking the box and include an attachment.)*
☐ Other amendments are attached.

4. If the nonprofit corporation's period
of duration as amended is less than
perpetual, state the date on which the
period of duration expires _____
(mm/dd/yyyy)

OR

If the nonprofit corporation's period of duration as amended is perpetual, mark this box ☒

5. *(Optional)* Delayed effective date _____
(mm/dd/yyyy)

6. Additional information may be included pursuant to other organic statutes such as title 12, C.R.S. If
applicable, mark this box ☐ and include an attachment stating the additional information.

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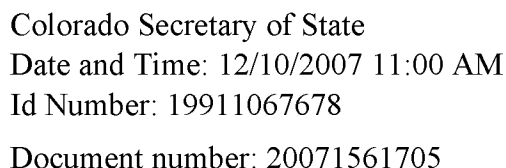
7. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing

<u>Sprung</u>	<u>Gary</u>		
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>	<small>(Suffix)</small>
<u>3252 Alcott St.</u>			
<small>(Street name and number or Post Office Box information)</small>			
<hr/>			
<u>Denver</u>	<u>CO</u>	<u>80211</u>	
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>	
<u>United States</u>			
<small>(Province – if applicable)</small>		<small>(Country – if not US)</small>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

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\$ 25.00

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filed pursuant to §7-90-301, et seq. and §7-130-106 and §7-90-304.5 of the Colorado Revised Statutes (C.R.S.)

Rev. 11/15/2005

Notice:

Causing this document to be delivered to the secretary of state for filing shall constitute the affirmation or acknowledgment of each individual causing such delivery, under penalties of perjury, that the document is the individual's act and deed, or that the individual in good faith believes the document is the act and deed of the person on whose behalf the individual is causing the document to be delivered for filing, taken in conformity with the requirements of part 3 of article 90 of title 7, C.R.S., the constituent documents, and the organic statutes, and that the individual in good faith believes the facts stated in the document are true and the document complies with the requirements of that Part, the constituent documents, and the organic statutes.

This perjury notice applies to each individual who causes this document to be delivered to the secretary of state, whether or not such individual is named in the document as one who has caused it to be delivered.

8. Name(s) and address(es) of the individual(s) causing the document to be delivered for filing:

<u>Robinson</u>	<u>D. Scott</u>	<u>Esq.</u>
<small>(Last)</small>	<small>(First)</small>	<small>(Middle)</small>
<u>Suite 300</u>		
<small>(Street name and number or Post Office Box number)</small>		
<u>1401 Walnut Street</u>		
<u>Boulder</u>	<u>CO</u>	<u>80302</u>
<small>(City)</small>	<small>(State)</small>	<small>(Postal/Zip Code)</small>
<u>United States</u>		
<small>(Province – if applicable)</small>	<small>(Country – if not US)</small>	

(The document need not state the true name and address of more than one individual. However, if you wish to state the name and address of any additional individuals causing the document to be delivered for filing, mark this box ☐ and include an attachment stating the name and address of such individuals.)

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**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF THE
BOULDER MOUNTAINBIKE ALLIANCE
ADDENDUM**

**ARTICLE I.
Purposes, Powers and Limitations**

1. The corporation is organized exclusively to:
 - A. promote mountain bike participation and access within Boulder County and elsewhere in the Rocky Mountain region;
 - B. make mountain biking a more pleasurable experience in Boulder County and elsewhere in the Rocky Mountain region;
 - C. assume a lead role in the Boulder area with respect to policy issues concerning mountain biking;
 - D. act as a liaison between private, public and governmental interests concerning mountain biking;
 - E. promote proper trail etiquette, safety and technique;
 - F. encourage proper land use, including discretionary reopening of trails, opening of multiple use trails, and monitoring the effects of mountain biking on existing trails; and
 - G. assist in the proper construction and maintenance of trails which could be used for mountain biking.
2. The corporation shall possess each and every power, privilege, right and immunity now or hereafter authorized pursuant to the provisions of the Colorado Nonprofit Corporation Act; and, in addition thereto, have any other rights, privileges and powers granted by the laws of Colorado to profit corporations so far as applicable to nonprofit corporations.
3. Solely in furtherance of its purposes, and subject to the limitations set forth herein and as prescribed by law, the corporation shall have and may exercise all of the powers permitted by law, as the same may now exist or hereafter be amended, including, without limitation, the power to:

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
BOULDER MOUNTAINBIKE ALLIANCE**

- A. accept, acquire, administer, receive, take and hold; by bequest, devise, grant, gift, purchase, exchange, lease, transfer, judicial order or decree, or otherwise; any property, real, personal and mixed, of whatever kind, nature or description and wherever situated;
 - B. receive any property, real, personal or mixed, in trust or otherwise, and, in administering the same, to carry out the directions and exercise the powers contained in the instrument under which the property is received, including the expenditure of the principal, as well as the income, for one or more of such purposes authorized or directed in the instrument under which it is received; provided, however, that no gift, bequest, or devise shall be accepted if it is conditioned or limited in such manner as to require the disposition of the income or principal in manner not consistent with the purpose of the corporation;
 - C. sell, exchange, convey, mortgage, lease, transfer, or otherwise dispose of any such property, real, personal and mixed;
 - D. borrow money and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for money borrowed or in payment for property acquired, and secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreement in regard to all or any part of the property, rights, or privileges of the corporation wherever situated, whether now owned or hereafter to be acquired;
 - E. invest and reinvest its funds in such stock, common or preferred, bonds, debentures, mortgages, or in such other securities and property as its board of directors shall deem advisable, subject to the limitations and conditions contained in any bequest, devise, grant or gift;
 - F. exercise such other powers which are now or hereafter may be conferred by law upon a corporation organized for the purposes herein set forth, or necessary or incidental to the powers so conferred, or conducive to the attainment of the purposes of the corporation; subject to the further limitation and condition that, notwithstanding any other provision of these articles of incorporation, only such powers shall be exercised as are in furtherance of the tax-exempt purposes of the corporation and as may be exercised by an organization exempt from taxation under Code Section 501(c)(4).
4. No part of the net earnings of the corporation shall inure to the benefit of any director or officer of the corporation, or any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation in accomplishing one or more of its purposes) and no director or officer of the corporation, or any private individual, shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
BOULDER MOUNTAINBIKE ALLIANCE**

5. All of the assets and earnings of the corporation shall be used exclusively for the purposes herein described, and, in the event of dissolution of the corporation, all of its remaining assets shall be distributed by the board of directors exclusively for "charitable purposes" within the meaning of Code Section 501(c)(3).
6. The corporation shall not discriminate on the basis of race, color, national or ethnic origin, religion, disability, sex or age in the administration of its policies, operations or programs.
7. 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 under Code Section 501(c)(4).

**ARTICLE II.
Membership and Capital Stock**

The corporation shall have members with such characteristics, qualifications, rights and obligations as set forth under the bylaws of the corporation. The Corporation shall have no capital stock.

**ARTICLE III.
Board of Directors**

The affairs and management of the corporation shall be under the control of a board of directors. The number of directors of the corporation shall be determined under the bylaws of the corporation. Directors shall be elected and shall serve for the terms as provided in the bylaws of the corporation.

**ARTICLE IV.
Bylaws**

The bylaws of the corporation shall be as adopted by the board of directors, which shall have the power to adopt new bylaws and to alter, amend or repeal the bylaws from time to time. The bylaws may contain any provisions for the regulation or management of the affairs of the corporation that are not inconsistent with these articles of incorporation, as they may from time to time be amended, or with applicable law. However, no provision of the bylaws or the articles of incorporation at any time in effect shall be effective if it would impair the corporation's tax-exempt status or if it would give any director or officer of the corporation any proprietary interest in the corporation's property or assets, whether during the term of the corporation's existence or incident to its dissolution.

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
BOULDER MOUNTAINBIKE ALLIANCE**

**ARTICLE V.
Liability of Directors**

No director shall be personally liable to the corporation for monetary damages for any breach of fiduciary duty as a director, except that no director's liability to the corporation for monetary damages shall be eliminated or limited on account of any of the following:

- A. Any breach of the director's duty of loyalty to the corporation;
- B. Any acts or omissions of the director not in good faith or that involve intentional misconduct or a knowing violation of law;
- C. The director's assent to or participation in a loan by the corporation to any director or officer of the corporation;
- D. Any transaction in which the director received improper personal benefit.

Any repeal or modification of this Article shall be prospective only and shall not adversely affect any right or protection of a director of the corporation existing at the time of such repeal or modification.

**ARTICLE VI.
Amendment of Articles of Incorporation**

A quorum of members of the corporation entitled to vote shall have the right from time to time on the vote of two-thirds of such members to dissolve the corporation or to amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or subsequently prescribed by statute, except that no such amendment, alteration, change, or repeal shall be made which shall be inconsistent with the purpose and powers of the corporation as set forth herein.

**ARTICLE VII.
Dissolution**

1. Upon the dissolution of the corporation, any of its remaining assets shall be distributed exclusively to one or more "charitable organizations", as herein defined.
2. A "charitable organization" is a corporation, trust, fund, foundation, community chest or other organization created or organized under the laws of the United States, the District of Columbia, or any state, territory, or possession of the United States; which is organized and operated exclusively for "charitable purposes" as herein defined; and no part of the net earnings of which inures or is payable to or for the benefit of any private shareholder or individual. No

**AMENDED AND RESTATED ARTICLES OF INCORPORATION OF THE
BOULDER MOUNTAINBIKE ALLIANCE**

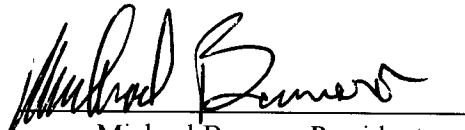
substantial part of the activities of such organization shall be the carrying on of propaganda or otherwise attempting to influence legislation or participating in, or intervening in (including the publishing or distributing of statements) any political campaign on behalf of (or in opposition to) any candidates for public office. It is intended that the organization described herein shall be entitled to exemption from federal income tax under Code Section 501(c)(3).

3. A "charitable purpose" is a religious, charitable, scientific, literary, or educational purpose, the testing for public safety, the fostering of national or international amateur competition (but only if no part of the activities involve the provision of athletic facilities or equipment), or the prevention of cruelty to animals or children, all of such terms to be construed within the meaning of Code Section 501(c)(3).

**ARTICLE VIII.
Internal Revenue Code**

All references to the Internal Revenue Code shall be deemed to mean the Internal Revenue Code of 1986, as it presently is constituted, as it may be amended, or any successor statute of similar purpose.

I hereby certify that the foregoing Amended and Restated Articles of Incorporation were adopted by the members and board of directors of Boulder Mountainbike Alliance on the 5th day of December, 2007.


Michael Barrow, President

Adopted March 25, 2013

**AMENDMENT TO
BYLAWS
OF
BOULDER MOUNTAINBIKE ALLIANCE**

The Bylaws of the Boulder Mountainbike Alliance, a Colorado nonprofit corporation, dated December 5, 2007, as amended to date (the “Bylaws”), are hereby amended as follows:

1. **Amendment of Article IV, Section 6 (Informal Action by Members)**. Article IV, Section 6 is hereby deleted in its entirety and the following is inserted in lieu thereof:

“6. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by the lesser of 25 Individual members or ten percent of the Individual members entitled to vote with respect to the subject matter thereof, provided, however, such consents must be received by the Corporation within sixty days after the date the earliest dated writing describing and consenting to the action is received by the Corporation, and such consents must not have been revoked. All consents must be filed with the minutes of the meetings of the members. If action is taken with less than unanimous consent, the Corporation shall, upon receipt by the Corporation of all writings necessary to effect the action, give notice of the action to all members who are entitled to vote upon the action but who have not consented to the action. The notice shall contain or be accompanied by the same material, if any, that would have been required to be given to members in or with the notice of the meeting at which the action would have been submitted to the members.”

2. **Amendment of Article VII, Section 2 (Other Committees)**. Article VII, Section 2 of the Bylaws is hereby amended by adding the following sentence to the end of the current section:

“Such committees may include persons who are not Directors.”

3. **Amendment of Article XVI (Amendments to Bylaws)**. Article XVI is hereby deleted in its entirety and the following is inserted in lieu thereof:

“The Board shall have power, to the maximum extent permitted by the Act, to make, amend and repeal these bylaws at any regular or special meeting of the Board. Individual members entitled to vote thereon may also amend the Bylaws.”

Except as expressly amended as provided above, the terms, conditions and provisions of the Bylaws, as amended, shall remain unchanged and in full force and effect.

**BYLAWS
OF
BOULDER MOUNTAINBIKE ALLIANCE
(a Colorado Nonprofit Corporation)**

**ARTICLE I.
Mission**

1. **Mission.** The Boulder Mountainbike Alliance (the “Corporation”) exists to serve as a positive voice for mountain biking by making the trails in Boulder County a better place for all users.

**ARTICLE II.
Offices**

1. **Mailing Address and Business Offices.** The mailing address of the Corporation in the State of Colorado shall be Post Office Box 4954, Boulder, Colorado 80306-4954. The Corporation may have such offices, either within or without the State of Colorado, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

2. **Registered Office.** The Corporation shall have and continuously maintain in the State of Colorado a registered office, and a registered agent whose office is identical with such registered office, as required by the Colorado Revised Nonprofit Corporation Act. The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Colorado. The address of the registered office may be changed from time to time by the Corporation as long as the proper filings are made with the Secretary of State of Colorado.

**ARTICLE III.
Members**

1. **Classes of Members.** The Corporation shall have two classes of members: Individual members, and Business members. Only individual persons are eligible for Individual memberships. Business memberships are reserved for corporations, limited liability companies, partnership and any other legal entity. Except as otherwise noted herein, all members shall have the same rights and obligations.

2. **Admission of Members.** Any individual or entity dedicated to the purposes of the Corporation shall be eligible for membership upon completion of the Corporation’s membership application, and payment of required fees and dues. The membership period shall be one calendar year from the date dues are paid.

3. **Voting Rights.** Individual members shall be the only members entitled to vote on a matter submitted to a vote of the members. Each Individual member shall be entitled to one vote.

BYLAWS OF BOULDER MOUNTAINBIKE ALLIANCE
(a Colorado Nonprofit Corporation)

4. **Lapse of Membership and Reinstatement.** Members who were previously in good standing, but whose membership period has lapsed, may renew their membership by paying the appropriate fees and dues.

5. **Termination of Membership.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board, may terminate a member for cause. All of the affected member's rights and privileges are suspended immediately upon the Board's vote to terminate membership.

At least 15 days before the termination date, the Board shall mail the affected member a written notice of the termination, which state the reasons for termination of the membership. The notice shall inform the affected member of the opportunity to be heard, orally or in writing, at a meeting scheduled not less than five days before the termination's effective date. If the affected member chooses to be heard, the Board's designated representatives shall consider the member's statements, and determine whether to implement the termination. Upon termination, the Treasurer shall refund a portion of the affected member's dues prorated for the remainder of the current membership period. Terminated members shall not be readmitted to membership except by the process described in paragraph 7 of this Article.

6. **Resignation.** Any member may resign by filing a written resignation with the Secretary, but such resignation shall not relieve the member so resigning of the obligation to pay any dues, assessments or other charges theretofore accrued and unpaid.

7. **Reinstatement.** Upon written request signed by a previously terminated member and filed with the Secretary, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board, reinstate the member to membership upon payment of the applicable dues and fees, and such other terms as the Board of Directors may deem appropriate.

8. **Transfer of Membership.** Membership in the Corporation is not transferable or assignable.

ARTICLE IV.
Meetings of Members

1. **Annual and Regular Meetings.** An annual meeting of the members shall be held at least once every calendar year, between May 1 and October 30, for the purpose of electing Directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Colorado, such meeting shall be held on the next succeeding business day. If the election of Directors shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as conveniently may be. Regular meetings of members may be held at such times and dates as may be fixed in accordance with a resolution of the Board of Directors.

2. **Special Meetings.** Special meetings of the members may be called by the Board of Directors or persons authorized herein or by resolution of the Board of Directors to call such a meeting or by written demands for the meeting, stating the purpose or purposes for which it is to

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be held, signed and dated by members holding not less than one-tenth of all the votes entitled to be cast on the issue to be proposed to be considered at the meeting.

3. **Place of Meeting.** The Board of Directors may designate any place, either within or without the State of Colorado, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Colorado; but if all of the members shall meet at any time and place, either within or without the State of Colorado, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

4. **Record Date.** The record date by which the Corporation may determine which members are entitled to notice and to vote may be set by the Board of Directors but may not be more than seventy days before the meeting or action requiring a determination of members.

5. **Notice of Meetings.** Written notice stating the place, date and time of any meeting of members shall be delivered, either personally or by postal or electronic mail, to each member entitled to vote at such meeting, not less than ten or more than sixty days before the date of such meeting, by or at the direction of the President, or the Secretary, or the Officers or persons calling the meeting. Notice of an annual or regular meeting shall include a description of any matter or matters to be considered at such meeting if such matter or matters must be approved by members. In case of notice of a special meeting, the notice shall include the purpose or purposes for which the meeting is called. When giving notice of an annual, regular, or special meeting of members, the Corporation shall give notice of a matter a member intends to raise at the meeting if:

- A. the Corporation is requested in writing to do so by a person entitled to call a special meeting, and
- B. the request is received by the Secretary or President at least ten days before the Corporation gives notice of the meeting.

Written notice from the Corporation to its members is effective at the earliest of:

- A. the date received;
- B. five days after its deposit in the United States mail, as evidenced by the postmark, if mailed correctly addressed and with first class postage affixed; or
- C. the date shown on the return receipt, if marked by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee.

6. **Informal Action by Members.** Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, provided, however, such consents must be received by the Corporation within sixty days after the date the earliest dated

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writing describing and consenting to the action is received by the Corporation, and such consents must not have been revoked. All consents must be filed with the minutes of the meetings of the members.

7. **Quorum.** The lesser of 25 Individual members or ten percent of the Individual members shall constitute a quorum at such meeting. If a quorum is not present at any meeting of the members, a majority of the members present may adjourn the meeting from time to time without further notice.

8. **Proxies.** At any meeting of the members, a member entitled to vote may vote by proxy executed in writing by the member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

9. **Manner of Acting.** A majority of the votes entitled to be cast on a matter to be voted upon by the members present or represented by a proxy at a meeting at which a quorum is present shall be necessary for the adoption thereof unless a greater portion is required by law or by these Bylaws.

10. **Action by Written Ballot.** A vote on any action that may be taken at an annual, regular or special meeting of members may be taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter which sets forth each proposed action and provides an opportunity to vote for or against each proposed action. All solicitations for votes by written ballot shall indicate the number of responses needed to meet quorum requirements, state the percentage of approvals necessary to approve each matter other than election of Directors, specify the time by which the ballot must be received by the Corporation in order to be counted, and be accompanied by written information regarding the matter to be voted upon. Approval by written ballot shall be valid when the number of votes cast by ballot equals or exceeds the quorum required at a meeting authorizing the action and the number of approvals equals or exceeds the number required to approve the matter at a meeting.

11. **Conduct of Meetings.** Any dispute regarding the conduct of members' meetings shall be resolved by reference to Robert's Rules of Order.

ARTICLE V.
Board of Directors

1. **General Powers.** The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Colorado or members of the Corporation, but they shall be natural persons who are at least eighteen years of age.

2. **Number, Tenure, and Qualifications.** The number of Directors shall be fixed by resolution of the Board of Directors and shall be between 5 and 20. Each Director shall hold office for two years, until the annual meeting of the member's expiration year, and until his or her successor shall have been elected and qualified. To maintain continuity and experience on the Board, one-half of the Directors shall be elected at each annual meeting.

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3. **Removal.** Directors may be removed, with or without cause, by the Individual members. A Director may be removed only if the number of votes cast to remove the Director would be sufficient to elect the Director at a meeting called for the purpose of electing Directors.
4. **Regular Meetings.** A regular annual meeting of the Board of Directors shall be held without notice other than this Bylaw, immediately after, and at the same place as, the annual meeting of members. The Board of Directors will endeavor to hold other regular meetings monthly. The Board of Directors may provide by resolution the time and place, either within or without the State of Colorado, for the holding of additional regular meetings of the Board without other notice than such resolution.
5. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Colorado, as the place for holding any special meeting of the Board called by them.
6. **Notice of Meetings.** Notice of each meeting of Directors, whether regular or special, shall be given to each Director. If such notice is given either by personally delivering written notice to a Director or by personally telephoning such Director, it shall be so given at least two days prior to the meeting. If such notice is given either by depositing a written notice in the United States mail with postage prepaid, or by transmitting a message through electronic mail, in all cases directed to such Director at his residence or place of business, it shall be so given at least four days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.
7. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
8. **Manner of Acting.** The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by these Bylaws.
9. **Vacancies.** Any vacancy occurring in the Board of Directors including any vacancy resulting from an increase in the number of Directors may be filled by the affirmative vote of a majority of the remaining Directors, though less than a quorum of the Board of Directors or by the voting members. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.
10. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board; but nothing herein contained shall be construed to preclude any Director from serving the Corporation in some other capacity and receiving compensation .

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11. **Informal Action by Directors.** Any action required by law to be taken at a meeting of Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting if: each and every Director in writing either:

- A. votes for such action; or
- B. votes against such action or abstains from voting; and waives the right to demand that action not be taken without a meeting.

Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the Directors then in office were present and voted.

12. **Public Statements by Directors.** From time to time, the Directors may desire to make public statements on issues that relate to the Corporation's purposes, and which are of such a time-sensitive nature that it is not practicable to schedule a meeting of the Directors to address the issues. Any Director may prepare and circulate a draft statement of the Corporation's position by electronic mail, or other means of communication, for review and comment amongst the Board members. No Director shall publish or otherwise publicly release such a statement until at least a majority of the Directors have indicated their agreement with the contents of the statement. At its next meeting, the Board of Directors shall by resolution either affirm the statement made public, or take such action as they deem appropriate to disavow the statement, and note such actions in the minutes.

13. **Meetings by Telephone.** Members of the Board of Directors or any committee designated thereby may hold or participate in a meeting of the Board of Directors or such committee by means of conference telephone or similar communications equipment provided that all such persons so participating in such meeting can hear each other at the same time.

14. **Conduct of Meetings.** Any dispute regarding the conduct of members' meetings shall be resolved by reference to Robert's Rules of Order.

15. **Absence Considered Resignation.** Absence from three consecutive meetings of the Board of Directors without a valid cause in the sole discretion of the Board of Directors shall be considered a resignation constituting a vacancy to be filled by the Board.

ARTICLE VI.
Officers

1. **Officers.** The Officers of the Corporation shall be a President, a Secretary, a Treasurer, and such other Officers as may be elected in accordance with the provisions of this Article. The Board of Directors may elect or appoint such other Officers, including one or more Vice Presidents, Assistant Secretaries and one or more Assistant Treasurers, as it shall deem desirable, such Officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person except that the same person shall not hold both the President and Treasurer positions. The Officers must be natural persons who are at least eighteen years of age.

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2. **Election and Term of Office.** The Officers of the Corporation shall be elected annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual meeting of the Board of Directors. If the election of Officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the Board of Directors. Each Officer shall hold office until his successor shall have been duly elected and shall have qualified.
3. **Removal.** Any Officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the Officer so removed.
4. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.
5. **President.** The President shall be the principal executive Officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. He shall preside at all meetings of the members and of the Board of Directors. He may sign, with the Secretary or any other proper Officer of the Corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other Officer or agent of the Corporation; and in general he shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.
6. **Vice President.** In the absence of the President or in event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
7. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article X of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.
8. **Secretary.** The Secretary shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation

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under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each member which shall be furnished to the Secretary by such member and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to him by the President or by the Board of Directors.

9. **Assistant Treasurers and Assistant Secretaries.** If required by the Board of Directors, the Assistant Treasurers shall give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Treasurers and Assistant Secretaries, in general, shall perform such duties as shall be assigned to them by the Treasurer or the Secretary or by the President or the Board of Directors.

ARTICLE VII.
Committees

1. **Committees of Directors.** The Board of Directors, may create one or more committees of the board and appoint one or more Directors to serve on them, by vote of a majority of all Directors in office, which committees shall have and exercise the authority of the Board of Directors in the management of the Corporation, except that no such committee shall have the authority of the Board of Directors in reference to authorizing distributions, approving or proposing to members action requiring member approval, electing, appointing or removing any Director, amending Articles of Incorporation, amending, altering or repealing the Bylaws; approving a plan of merger not requiring member approval, or approving a sale, lease exchange or other distribution of all, or substantially all of the Corporation's property, with or without goodwill, otherwise than in the usual and regular course of business subject to approval by members.

2. **Other Committees.** The Corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the Corporation.

3. **Term of Office.** Committee members shall be appointed annually by the Board of Directors at the next regular meeting of the Board of Directors following the annual meeting of the members of the Corporation. Each member of a committee shall continue as such until the next annual meeting of the members of the Corporation and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

4. **Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

5. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

6. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

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7. **Rules.** The same rules described herein regarding meetings, action without meeting, notice, waiver of notice and quorum and voting requirements of the Board of Directors similarly apply to the committees of the board and their members.

ARTICLE VIII.
Standards of Conduct for Officers and Directors

1. **Discharge of Duties.** Each Director shall discharge the Director's duties as a Director, including the Director's duties as a member of a committee of the board, and each Officer with discretionary authority shall discharge the Officer's duties under that authority:

- A. in good faith;
- B. with the care an ordinarily prudent person in a like position would exercise under similar circumstances; and
- C. in a manner the Director or Officer reasonably believes to be in the best interests of the Corporation.

2. **Reasonable Reliance.** A Director or Officer may rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by:

- A. one or more Officers or employees of the Corporation whom the Director or Officer reasonably believes to be reliable and competent in the matters presented;
- B. legal counsel, a public accountant, or other person as to matters the Director or Officer reasonably believes are within such person's professional or expert competence; or
- C. in the case of a Director, a committee of the board of Directors of which the Director is not a member if the Director reasonably believes the committee merits confidence.

3. **Director Not Acting in Good Faith.** A Director or Officer is not acting in good faith if the Director or Officer has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A Director or Officer is not liable as such to the Corporation or its members for any action taken or omitted as a Director or Officer, if, in connection with such action or omission, the Director or Officer performed the duties of the position in compliance with this Article.

ARTICLE IX.
Indemnification

1. **Indemnification.** To the extent permitted or required by the Act (as defined below) and any other applicable law, if any Director or Officer (as defined below) of the Corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a Director or Officer of the Corporation, the Corporation shall

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- A. shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and
- B. advance to such person expenses incurred in such proceeding.

The Corporation may in its discretion (but is not obligated in any way to) indemnify and advance expenses to an employee or agent of the Corporation to the same extent as to a Director or Officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the Corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its members or Directors, in a contract, or in its Articles of Incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

2. **Definitions.** As used in this article, the following terms have the following meanings:

- A. **Act.** The term “Act” means the Colorado Revised Nonprofit Corporation Act as it exists on the date this Article is adopted, and as the Colorado Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Colorado Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Colorado Revised Nonprofit Corporation Act permitted prior to the amendment.
- B. **Director or Officer.** The term “Director” or “Officer” means:
 - (i) a Director or Officer of the Corporation and
 - (ii) while an individual is a Director or Officer of the Corporation, the individual’s serving at the Corporation’s request as a Director, Officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and

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- (iii) any other position (not with the Corporation itself) in which a Director or Officer of the Corporation is serving at the request of the Corporation and for which indemnification by the Corporation is permitted by the Act.
- C. **Proceeding.** The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.
- D. **Code.** The term “Code” means the Internal Revenue Code of 1986, as amended from time to time.

ARTICLE X.
Contracts, Checks, Deposits, Gifts and Proxies

1. **Contracts.** The Board of Directors may authorize any Officer or Officers, agent or agents of the Corporation, in addition to the Officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
2. **Checks, Drafts, Etc.** All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer or Officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or a Vice President of the Corporation.
3. **Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.
4. **Gifts.** The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.
5. **Proxies.** Unless otherwise provided by resolution adopted by the Board of Directors, the President or any Vice President may from time to time appoint one or more agents or attorneys in fact of the Corporation, in the name and on behalf of the Corporation, to cast the votes which the Corporation may be entitled to cast as the holder of stock or other securities in any other corporation, association or other entity any of whose stock or other securities may be held by the Corporation, at meetings of the holders of the stock or other securities of such other corporation, association or other entity, or to consent in writing, in the name of the Corporation as such holder, to any action by such other corporation, association or other entity, and may instruct the person or persons so appointed as to the manner of casting such votes or giving such consent, and may execute or cause to be executed in the name and on behalf of the Corporation and under its corporate seal, or otherwise, all such written proxies or other instruments as he may deem necessary or proper in the premises.

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ARTICLE XI.
Certificates of Membership

1. **Certificates of Membership.** The Board of Directors may provide for the issuance of certificates evidencing membership in the Corporation, which shall be in such form as may be determined by the Board. Such certificates shall be signed by the President or a Vice President and by the Secretary or an Assistant Secretary. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the Corporation. If any certificate shall become lost, mutilated or destroyed, a new certificate may be issued therefor upon such terms and conditions as the Board of Directors may determine.
2. **Issuance of Certificates.** When a member has been elected to membership and has paid any initiation fee and dues that may then be required, a certificate of membership shall be issued in his name and delivered to him by the Secretary, if the Board of Directors shall have provided for the issuance of certificates of membership under the provisions of Section 1 of this Article XI.

ARTICLE XII.
Books and Records

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at its registered or principal office a record giving the names and addresses of the members. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE XIII.
Dues

1. **Annual Dues.** The Board of Directors may determine from time to time the amount of initiation fee, if any, and annual dues payable to the Corporation by members of each class.
2. **Payment of Dues.** Dues of a new member shall be effective for one calendar year from the date paid.

ARTICLE XIV.
Corporate Seal

The corporate seal shall be in such form as shall be approved by resolution of the Board of Directors. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise. The impression of the seal may be made and attested by either the Secretary or an Assistant Secretary for the authentication of contracts or other papers requiring the seal.

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ARTICLE XV.
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof may be granted in the following manner by members and Directors, respectively:

1. **Members.** A member may waive any notice required to be given to such member by the Act or these Bylaws:

- A. whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the Corporation which is signed by the member entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or
- B. by a member's attendance at the meeting whereby such member waives objection to lack of notice or defective notice, unless the member at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice, and waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the member objects to considering the matter when it is presented.

2. **Directors.** Waiver of notice by a Director may be made as in paragraph 1 except under subsection B the Director must not only object to holding the meeting but must also not vote for or assent to action taken at the meeting. Further, even if a Director attends or participates in a meeting, the Director does not waive any required notice if special notice was required of a particular purpose and the Director objects to transacting business with respect to the purpose for which such special notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

ARTICLE XVI.
Amendments to Bylaws

The Board of Directors may amend these Bylaws at any time to add, change, or delete a provision, unless the Act or the Corporation's Articles of Incorporation reserve such power exclusively to the members in whole or in part; or such amendment would fix a lesser or greater requirement or a greater voting requirement for members, or would result in a change of the rights, privileges, preferences, restrictions, or conditions of the membership class as to voting, dissolution, redemption, or transfer by changing those rights with respect to another class. Individual members may amend the Bylaws even though the Bylaws may also be amended by the Board of Directors, and in either case, the Directors or Individual members representing at least ten percent of all the votes entitled to be cast on the amendment may propose an amendment to the Bylaws for submission to the Individual members who must approve it by a two-thirds majority vote.


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CERTIFICATE OF SECRETARY

The undersigned certifies:

1. That the undersigned is the duly elected and acting secretary of Boulder Mountainbike Alliance, a Colorado nonprofit corporation; and
2. That the foregoing Bylaws constitute the Bylaws of Boulder Mountainbike Alliance as duly adopted by a resolution of the Directors and members eligible to vote, dated December 5th, 2007.

IN WITNESS WHEREOF, I have hereunto subscribed my name on dated December 5th, 2007.


Andria Bilich, Secretary

APPENDIX A

**CONFLICT OF INTEREST POLICY
OF
BOULDER MOUNTAINBIKE ALLIANCE**

Article I
Purpose

The purpose of the conflict of interest policy is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II
Definitions

1. Interested Person

Any director, officer, or member of a committee with Board of Directors delegated powers who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

APPENDIX A
CONFLICT OF INTEREST POLICY OF
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Article III
Procedures

1. **Duty to Disclose.** In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board of Directors delegated powers considering the proposed transaction or arrangement.

2. **Determining Whether a Conflict of Interest Exists.** After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. **Procedures for Addressing the Conflict of Interest.**

a. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

b. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. **Violations of the Conflicts of Interest Policy**

a. If the Board of Directors or committee has reasonable cause to believe an interested person has failed to disclose actual or possible conflicts of interest, it shall

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BOULDER MOUNTAINBIKE ALLIANCE

inform such person of the basis for such belief and afford such person an opportunity to explain the alleged failure to disclose.

b. If, after hearing the interested person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the interested person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV
Records of Proceedings

The minutes of the meetings of the Board of Directors and of all committees with board delegated powers shall contain:

1. The names of the interested persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the decision of the Board of Directors or committee as to whether a conflict of interest in fact existed.

2. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V
Compensation

1. A director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such director's compensation.

2. A voting member of any committee to which the Board of Directors has delegated jurisdiction over compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such member's compensation.

3. No director or voting member of any committee to which the Board of Directors has delegated jurisdiction which includes compensation matters and who receives compensation, directly or indirectly from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

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**Article VI
Annual Statements**

Each director, officer and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy;
2. Has read and understands the policy;
3. Has agreed to comply with the policy; and
4. Understands that the Corporation is charitable and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

**Article VII
Periodic Reviews**

To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on such information about compensation and benefits paid by organizations situated similarly to the Corporation that is available to the Board of Directors. Such information may include surveys completed by independent firms or actual written offers from similarly situated organizations for similar services.
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes, and do not result in private inurement, impermissible private benefit or in an excess benefit transaction.

**Article VIII
Use of Outside Experts**

When conducting the periodic reviews as provided for in Article VII, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

Part IV: Description of Activities

Since the organization's founding in 1991, Boulder Mountainbike Alliance's (BMA), primary activity has been to work cooperatively with land management agencies in the Boulder area to organize and carry out volunteer trail projects. BMA's secondary activities have been to: (i) act as an advocate and stakeholder representative for mountain bike trail access and improvement in the Boulder, Colorado area; and, (ii) to promote, support, and educate mountain biking and other trail users in the Boulder area. Excerpts of our Internet website (www.bouldermountainbike.org) are attached to support this narrative description of activities.

A. Volunteer Trail Projects.

About 60% of BMA's volunteer time is devoted to trail design, construction, and maintenance projects. BMA volunteers work with land management agencies to design new trails and reroutes. BMA also funds professional trail design services to aid the agencies in their designs. BMA helps plan and promote project activities. BMA's project promotional activities include project notices in the organization's e-mail newsletter and on the organization's website (which also includes on-line sign-up facilities for project volunteers). BMA trains volunteer trail project crewleaders who subsequently lead crews made up of BMA members and other members of the public during trail projects. BMA provides food, souvenir socks, T-shirts, and other memorabilia for trail project volunteers. BMA may also supply materials and tools for the trail projects.

Although the exact number varies from year to year depending upon the land agencies' needs, BMA typically sponsors at least two major trail projects per year with each of the major Boulder, Colorado public land management agencies (Boulder County Parks and Open Space, Boulder City Open Space and Mountain Parks, and the USDA Forest Service). Project sizes vary with agency, City and County projects typically involving 60-70 volunteers and Forest Service projects typically involving 20-30 volunteers. Since 1991 we have sponsored more than 165 major project days which contributed more than 27,500 hours of volunteer time.

Some recent trail projects coordinated by BMA include the following (all in Boulder County, Colorado):

<u>Location</u>	<u>Volunteers</u>	<u>Total Person Hours</u>	<u>Managing Governmental Body</u>	<u>Description of Activity</u>
Heil Valley Ranch	80	455	Boulder County, Colorado	Wild Turkey trail loop construction
Little Raven Trail	3	21	U.S. Forest Service	Bog bridge design & sills cutting
Little Raven Trail	7	21	U.S. Forest Service	Bog bridge materials work party
Little Raven Trail	19	86	U.S. Forest Service	50+' of bog bridge construction
Little Raven Trail	4	20	U.S. Forest Service	Bog bridge design & sills cutting
Little Raven Trail	26	168	U.S. Forest Service	Construction of 100+' of bog bridges & improvements
Heil Valley Ranch	31	124	Boulder County, Colorado	Wild Turkey trail loop construction

Boulder Mountainbike Alliance
P.O. Box 4954
Boulder, CO 80306-4954
EIN 84-1240757
Attachment to Form 1023

<u>Location</u>	<u>Volunteers</u>	<u>Total Person Hours</u>	<u>Managing Governmental Body</u>	<u>Description of Activity</u>
Little Raven Trail	2	9	U.S. Forest Service	Project review
Little Raven Trail	3	9	U.S. Forest Service	Bog bridge fine tuning
Heil Valley Ranch	100	390	Boulder County, Colorado	Picture Rock trail construction
Doudy Draw Trail	65	384	City of Boulder, Colorado	Trail reroutes & improvements
Painted Rock Trail	90	225	Boulder County	Picture Rock trail construction

One of BMA's greatest recent accomplishments is the creation of the Valmont Bike Park on City of Boulder, Colorado property. BMA entered into a significant joint project with the City of Boulder, Colorado to create one of the premier off-road urban bike parks in the country. Valmont Bike Park offers cyclists of all ages the chance to practice all forms of off-road biking from cross country to jumping to cyclocross, right in town. In support of this effort BMA coordinated over \$500,000 in public donations to the City of Boulder, Colorado for the design and construction of the park.

B. Mountain Bike Trail Advocacy.

About 20% of BMA's volunteer time is devoted to advocacy for mountain biking in Boulder County, Colorado. We meet frequently with local elected officials, representatives of other stakeholder groups, and managers of all relevant land management agencies. We represent the interests of the mountain biking community in local city, county, state, and federal land management planning activities.

C. Mountain Biking Promotion and Trail User Education.

About 20% of BMA's volunteer time is used to foster mountain bike participation and to educate visitors about proper trail etiquette, safety, and technique. The organization maintains an Internet website (www.bouldermountainbike.org), publishes frequent e-mail newsletters, supports a volunteer bike patrol organization (the Boulder Mountain Bike Patrol), and holds various social bike rides and meetings that are open to members and non-members alike.

In 1996, BMA started the Boulder Mountain Bike Patrol as a means of helping all users in the outdoor community to safely use our trails. Bike patrollers are volunteers who are prepared to help with mechanical bike problems, minor first aid, emergency response and, provide knowledgeable and up-to-date information about local trails. In 2010, BMA's team of 63 active patrollers contributed 18,000 hours and covered almost 11,000 miles while on patrol for on the trails in the City of Boulder, Colorado, Boulder County, Colorado and the U.S. Forest Service.

 Search

ABOUT BMA

Great communities build trails, and great trails build community. That's the mission of Boulder Mountainbike Alliance - to improve the trail experience for everyone in Boulder County, Colorado through [social rides \(/content/social-rides\)](#) and events, [advocacy \(/content/political-advocacy\)](#), and [trail building \(/content/trail-building\)](#).

BMA members don't fit any particular mold. Some of us are great-grandparents, while others are barely old enough to straddle a bike. We are professionals and students, parents and neighbors. Some have been mountain biking since before people called it "mountain biking," but a lot of us are still trying to master the fine art of not falling in front of large groups of people. When we get home, most of us park our bikes next to a pair of well-worn hiking boots.

The only tie that binds BMA members is an absolute love of [trails \(/content/boulder-mountain-biking-trails\)](#), and the belief that together we can make things better. We believe that to be the voice of the mountain bike community, we also need to be the muscle. That's why BMA happily donates thousands of volunteer trailwork hours every year. Since 1991, BMA has contributed almost [30,000 hours of labor \(/content/trail-projects\)](#) on trail projects, with an estimated value exceeding \$500,000. BMA's [Mountain Bike Patrol \(/og/bike-patrol\)](#) assists and educates mountain bikers, and helps out any trail users in need, adding an additional 2,000 volunteer hours in 2010 alone. The BMA community raised over \$500,000 in support of [Valmont Bike Park \(/og/valmont-bike-park\)](#), and BMA has received numerous accolades for our hard work, including the Boulder County Land Conservation Partnership Program Award.

We know that success isn't easy, and with a history of service that dates back to 1991, we've proved that we're not just here, but we're here for the long haul.

Ride on. Respect all.

BMA is a [501c4 non-profit organization \(/content/legal-documents\)](#) registered in the State of Colorado. We strive to protect the privacy of our members and newsletter subscribers through adherence to the [BMA Privacy Policy \(/content/privacy-policy\)](#).