

This document to be filed with the Iowa Secretary of State

BICYCLISTS OF IOWA CITY

AMENDED AND RESTATED ARTICLES OF INCORPORATION

Bicyclists of Iowa City, a nonprofit corporation organized under Iowa law, hereby amends and restates its Articles of Incorporation as follows:

ARTICLE I NAME OF CORPORATION

The name of the corporation is BICYCLISTS OF IOWA CITY.

ARTICLE II ADDRESS AND REGISTERED AGENT

The address of the corporation is PO Box 846, Iowa City, Iowa, 52242-0846 and the name of its registered agent is Steve Rudin.

ARTICLE III MEMBERSHIP

The corporation shall have one or more classes of members, as provided in the corporation's bylaws.

ARTICLE IV PURPOSE

The purpose of this corporation is to promote the interests of bicyclists and bicycling, and any other purpose permitted by law.

ARTICLE V BOARD

The affairs of the corporation shall be managed by its Board, as defined in the corporation's bylaws. No member of the Board shall have right, title, or interest in or to any property of the corporation.

ARTICLE VI PERSONAL LIABILITY

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

ARTICLE VII AMENDMENT OF ARTICLES OF INCORPORATION

The Articles of Incorporation may be amended at a meeting of the corporation by an affirmative vote of two thirds (2/3) of the members present. Notice of such meeting may be telephonic, electronic, or in writing (delivered by hand, mail, or fax). Such notice shall be deemed to be given if published in the newsletter of the corporation and mailed to the membership or made available electronically on the website of the corporation, www.bicyclistsofiowacity.org.

ARTICLE VIII DURATION

The duration of the corporate existence shall be perpetual.

ARTICLE IX DISSOLUTION

At the time of the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, dispose of all of the assets of the corporation for charitable purposes.

Signed by the Officers:

Steve Rudin, President

Daniel Berkowitz, Vice President

Barbara Goff, Vice President

Janyce Stewart, Treasurer

Richard Walton, Secretary

These Amended and Restated Articles of Incorporation of Bicyclists of Iowa City were adopted by the affirmative vote of more than 2/3 of the corporation's members present at a general meeting held on February 27, 2008.

Richard Walton, Secretary