

**NONSTOCK ARTICLES OF INCORPORATION**  
**WISCONSIN CYCLING ASSOCIATION, INC.**

Executed by the undersigned for the purpose of forming a Wisconsin corporation under Chapter 181 of the Wisconsin Statutes, WITHOUT STOCK AND NOT FOR PROFIT.

Article 1: The name of the corporation is Wisconsin Cycling Association, Inc.

Article 2: The period of existence shall be perpetual.

Article 3: The purpose for which this corporation is organized is to foster national or international sports competition and, primarily to support and develop amateur athletes for national or international competition in sports within the meaning of sections 501(c)(3) and 501(j) of the Internal Revenue Code. Further, the corporation may engage in only such other lawful activities authorized by Chapter 181 of the Wisconsin Statutes that are in furtherance of the exempt purpose of the corporation stated above.

Article 4: The principal office is located in Milwaukee County, Wisconsin. The address of such principal office is 2607 North Downer Avenue, Milwaukee, Wisconsin 53211.

Article 5: The initial registered agent is Otto G. Wenz, Jr.

Article 6: The address of the initial registered agent is 2607 North Downer Avenue, Milwaukee, Wisconsin 53211.

Article 7: These articles may be amended in the manner authorized by law at the time of the amendment.

Article 8: The number of directors shall be fixed by by-law but shall not be less than three.

Article 9: The names and addresses of the initial board of directors are:

Otto G. Wenz, Jr.  
2607 N. Downer Avenue  
Milwaukee, WI 53211

Erwin W. Ochowicz  
1505 S. Coachlight Drive  
New Berlin, WI 53151

Joseph Chang  
4224 N. Ardmore Avenue  
Milwaukee, WI 53211

Mr. Joseph Hebda  
P.O. Box 161  
Rib Lake, WI 54470

Article 10: Membership provisions will be set forth by by-laws.

Article 11: Other provisions.

1. Upon dissolution of the corporation, all of the remaining assets of the corporation shall, after necessary expenses thereof, be distributed exclusively to organization(s) whose purpose is to foster national or international sports competition which would then qualify under the provisions of Section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended.

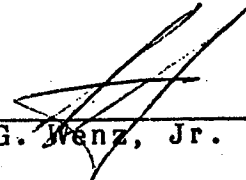
2. No part of the net earnings of the corporation shall inure to the benefit of its members, officers, directors or other private persons, except that reasonable compensation may be paid for services rendered to or for the corporation and to make payments and distributions in furtherance of the purposes set forth in Article 3 above, and no director, officer or member shall be entitled to share in the distribution of any of the corporate assets on dissolution of the corporation.

3. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publication or distributing of statements) any political campaign on behalf of any candidate for public office.

Article 12: The name and address of the incorporator is:

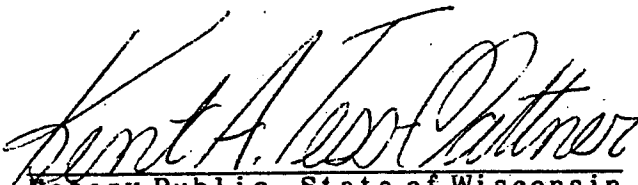
Otto G. Wenz, Jr.  
2607 North Downer Avenue  
Milwaukee, WI 53211

Executed in duplicate this 21<sup>st</sup> day of Feb, 1988.

  
\_\_\_\_\_  
Otto G. Wenz, Jr.

STATE OF WISCONSIN )  
                          ) ss.  
MILWAUKEE COUNTY )

Personally came before me this 21<sup>st</sup> day of February, 1988, the above named incorporator Otto G. Wenz, Jr., to me known to be the person who executed the foregoing instrument, and acknowledged the same.

  
\_\_\_\_\_  
Notary Public, State of Wisconsin  
My Commission: is permanent

This document drafted by:

Suzanne C. Keeler  
SCHMIDT & RUPKE  
2401 North Mayfair Road  
Milwaukee, WI 53226

Return to:  
Otto G. Wenz, Jr.  
2607 North Downer Avenue  
Milwaukee, WI 53226

KAT/jab:9 2/8/88 5723