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ENDORSED
FILED

In the office of the Secretary of State
of the State of California

FEB 18 1993

MARCH FONG EU, Secretary of State

ARTICLES OF INCORPORATION
OF
Silicon Valley Bicycle Coalition

A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is Silicon Valley Bicycle Coalition.

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes. The specific purposes for which this corporation is organized are:

To promote the use of bicycles for transportation, both alone and combined with other modes of transportation, with the goal of minimizing the adverse impacts of the transportation system on the environment.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is:

Bill Michel
255 S. Rengstorff #79
Mountain View, CA 94040

FOUR: (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

Name	Address
Eric Gilbertson	215 Oakhurst Pl. Menlo Park, CA 94025
Anne Ng	6031 Bollinger Rd. Cupertino, CA 95014
Jim Stallman	19740 Braemar Drive, Saratoga, CA 95070
Bill Michel	255 S. Rengstorff #79, Mountain View, CA 94040
John Ciccarelli	2321 Ross Rd., Palo Alto, CA 94303
Timothy S. Oey	195A N. Sunnyvale Ave., Sunnyvale, CA 94086
Don Burnett	729 Stendahl Ln., Cupertino, CA 95014

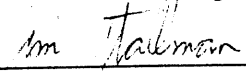
SIX: The property of this corporation is irrevocably dedicated to charitable and educational purposes that promote the use of bicycles for transportation, both alone and combined with other modes of transportation, with the goal of minimizing the adverse impacts of the transportation system on the environment and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

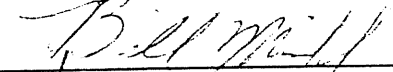
On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes that promote the use of bicycles for transportation, both alone and combined with other modes of transportation, with the goal of minimizing the adverse impacts of the transportation system on the environment and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Date: 10-8-92

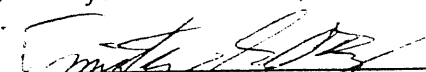

Eric Gilbertson, Director



Anne Ng, Director


Jim Stallman, Director


Bill Michel, Director


John Ciccarelli, Director


Timothy S. Oey, Director


Don Burnett, Director