

State of Indiana
Office of the Secretary of State

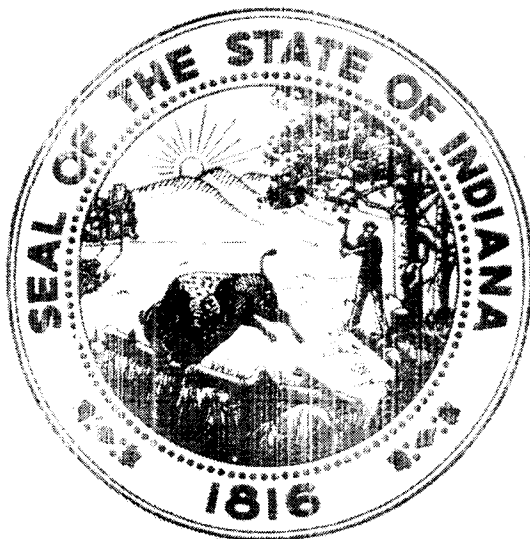
CERTIFICATE OF AMENDMENT

of

BIKE MICHIANA COALITION, INC.

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Amendment of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Wednesday, February 11, 2009.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, February 11, 2009.

A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE



ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION (NONPROFIT)

State Form 4161 (R10 / 1-03) / Corporate Form No. 364-2 (May 1988)

Approved by State Board of Accounts 1995

TODD ROKITA
SECRETARY OF STATE
CORPORATIONS DIVISION
302 W. Washington St., Rm. E018
Indianapolis, IN 46204
Telephone: (317) 232-6576

Indiana Code 23-17-17-1 et seq.

FILING FEE: \$30.00

INSTRUCTIONS: Use 8 1/2" x 11" white paper for attachments.
Present original and one copy to address in upper right corner of this form.
Please TYPE or PRINT.
Please visit our office on the web at www.sos.in.gov.

ARTICLES OF AMENDMENT TO THE ARTICLES OF INCORPORATION

The undersigned officer of the Nonprofit Corporation named in Article I below (*hereinafter referred to as the "Corporation"*) desiring to give notice of corporate action effectuating Amendment(s) to the Articles of Incorporation, certifies the following facts:

This Corporation exists pursuant to: (check appropriate box)

- The Indiana Not-For-Profit Corporation Act of 1971 (IC 23-7-1.1) as amended.
- Indiana General Not-For-Profit Corporation Act (approved March 7, 1935)
- Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1) as amended

ARTICLE I - Amendment(s)

SECTION 1: The name of the Corporation is:

Bike Michiana Coalition, Inc.

SECTION 2: The date of incorporation of the Corporation is:

September 12, 2008

SECTION 3: The name of the Corporation following this amendment to the Articles of Incorporation is:

Bike Michiana Coalition, Inc.

SECTION 4

The exact text of Article(s) ARTICLE IV - GENERAL INFORMATION of the Articles of Incorporation is now as follows.

Type of Corporation: Public Benefit Corporation

Does the corporation have members?: Yes

The purpose/nature of the business:

1. To educate, and to advocate bicycle use and safety in Michiana.
2. Said organization is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c) (3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
3. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization 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 the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the organization 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 Internal Revenue Code, or 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 Internal Revenue Code, or corresponding section of any future federal tax code.

Distribution of assets on dissolution or final liquidation.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c) (3) of the Internal Revenue Code, or 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 disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the organization 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.

SECTION 5

The date of adoption of the amendment to the Article(s) IV was February 8, 2009

ARTICLE II - Manner of Adoption and Vote

SECTION 1: Action by Board of Directors

The Board of Directors duly adopted a resolution proposing to amend the Article(s) of Incorporation: *(select one)*

- At a meeting held on _____, 20____, at which a quorum of such Board was present.
- By written consent executed on February 8, 20 09, and signed by all members of such Board.

SECTION 2: Action by members

IF APPROVAL OF MEMBERS WAS NOT REQUIRED:

The Amendment(s) were approved by a sufficient vote of the Board of Directors or incorporators and approval of members was not required.

- Yes No

The Amendment(s) were approved by a person other than the members, and that approval pursuant to Indiana Code 23-17-17-1 was obtained.

- Yes No

IF APPROVAL OF MEMBERS WAS REQUIRED:

	TOTAL	MEMBERS OR DELEGATES ENTITLED TO VOTE AS A CLASS		
		1	2	3
MEMBERS OR DELEGATES ENTITLED TO VOTE				
MEMBERS OR DELEGATES VOTED IN FAVOR				
MEMBERS OR DELEGATES VOTED AGAINST				

- The manner of the adoption of the Articles of Amendment and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the By-Laws of the Corporation.

I hereby verify, subject to penalties of perjury, that the facts contained herein are true.

Signature of current Officer

Paul Taylor

Printed name of Officer

Paul L. Taylor

Title of Officer

Secretary

**State of Indiana
Office of the Secretary of State**

CERTIFICATE OF INCORPORATION

of

BIKE MICHLANA COALITION, INC.

I, Todd Rokita, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented confirms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Friday, September 12, 2008.

In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, September 12, 2008



A handwritten signature in black ink that reads "Todd Rokita".

TODD ROKITA,
SECRETARY OF STATE

APPROVED AND FILED
TODD ROKITA
INDIANA SECRETARY OF STATE
9/12/2008 12:17 PM

ARTICLES OF INCORPORATION

Formed pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991.

ARTICLE I – NAME AND PRINCIPAL OFFICE

BIKE MICHIANA COALITION, INC.
51590 Bridgewater Court, South Bend, IN 46637

ARTICLE II – REGISTERED OFFICE AND AGENT

Paul L. Taylor
51590 Bridgewater Court, South Bend, IN 46637

ARTICLE III – INCORPORATORS

Paul L. Taylor
51590 Bridgewater Court, South Bend, IN 46637
Signature: Paul L. Taylor

ARTICLE IV – GENERAL INFORMATION

Effective Date: 9/12/2008

Type of Corporation: Public Benefit Corporation

Does the corporation have members?: Yes

The purposes/nature of business

To promote, educate and advocate bicycle use and safety in Michiana.

Distribution of assets on dissolution or final liquidation

On dissolution or liquidation, assets to a person or entity eligible under Section 501(c)(3) of the Internal Revenue Code.