

AMENDED AND RESTATED
ARTICLES OF INCORPORATION

THE RICHMOND AREA BICYCLING ASSOCIATION

WITNESSETH

WHEREAS, THE RICHMOND AREA BICYCLING ASSOCIATION (“RABA”) was incorporated on January 3, 1973 as a Virginia non-stock corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia, and

WHEREAS, the current membership of RABA and its Board of Directors wish to restate and make certain amendments to the Articles of Incorporation originally filed on January 3, 1973, in accord with Section 13.1-889 of the Code of Virginia; and

WHEREAS, the Board of Directors proposed these Amended and Restated Articles of Incorporation to the membership in accord with the Virginia Non-Stock Corporation Act; and the membership, after notice, and with a quorum present, voted to approve these Amended and Restated Articles of Incorporation;

NOW THEREFORE, the Board of Directors and membership of RABA do hereby AMEND and RESTATE the January 3, 1973 Articles of Incorporation and as evidence of such, ADOPT this Amended and Restated Articles of Incorporation.

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We hereby associate to form a non-stock corporation under the provisions of the Virginia Non-Stock Corporation Act and to that end set forth the following:

(1) NAME. The name of the corporation shall be “The Richmond Area Bicycling Association, Inc.”

(2) PURPOSE. The purpose of the Association shall be to organize and conduct bicycle-related activities for its members, and the greater Richmond community, and generally to promote bicycling.

The Association shall not be organized for profit, and no part of the income or capital shall inure to the profit of any individual, except as compensation for specific services rendered.

(3) MEMBERSHIP. Membership categories shall include individual, family and life memberships, and may include corporate, honorary and/or other categories as set out in the Bylaws of the corporation.

(4) GOVERNING BOARD. The corporation shall be governed by a Board of Directors elected by the members at the annual meeting.

(5) QUORUM AND VOTING. .. Twenty members present at the announced time for any meeting of the membership shall constitute a quorum. Members are qualified to vote at meetings of the corporation when they are personally present, and each member age 18 or older who is personally present at the meeting is entitled to cast one vote. Except for an amendment to the Articles of Incorporation or to the Bylaws, each of which shall require a 2/3 vote of the members constituting a quorum, a vote shall be carried by a simple plurality of all votes cast.

(5) REGISTERED AGENT. The name of the registered agent effective as of the date of this Amended and Reinstated Articles of Incorporation is

Cindia N. Evans
9341 Barnescrest Dr.
Mechanicsville, VA 23116

IN WITNESS WHEREOF, and in accord with the Virginia Non-Stock Corporation Act, the undersigned has executed this Amended and Restated Articles of Incorporation, effective as of the date set forth below.

RICHMOND AREA BICYCLING ASSOCIATION

By: Ron Corio
President, Richmond Area Bicycling Association

Date: September 10, 2010

Approved by the Board of Directors July 12, 2010
Approved by the Members September 18, 2010