

CERTIFICATE OF INCORPORATION OF  
FINGER LAKES CYCLING CLUB, INCORPORATED  
UNDER SECTION 402 OF THE NOT-FOR-PROFIT CORPORATION LAW

We, the undersigned, acting as incorporators of a corporation under the New York Not-for-Profit Corporation Law, do hereby adopt the following certificate of incorporation for such corporation:

ARTICLE I

The name of the corporation is FINGER LAKES CYCLING CLUB, INCORPORATED.

ARTICLE II

This corporation is not organized for pecuniary profit or financial gain, and no part of its assets, income, or profit shall be distributable to, or inure to the benefit of its members, directors, or officers except to the extent permitted under the Not-for-Profit Corporation Law.

ARTICLE III

The purposes for which the corporation is organized are: to promote and foster cycling and the enjoyment of cycling; to conduct cycling competitions and sponsor participation in cycling events; and to do any and all things necessary to the accomplishment of any of the above purposes.

The corporation hereby formed shall have power to take and hold by bequest, devise, gift, purchase, or lease, for any of its purposes, any property, real or personal, without

limitation as to amount or value, except such limitations, if any, as may be imposed by law; to convey such property, and to invest and reinvest any principal and to deal with and expend the income and principal of the corporation in such manner as in the judgment of the members and directors will best promote its objects.

With power, for its corporate purposes to borrow money, and, from time to time, make, accept, endorse, execute and issue bonds, debentures, promissory notes, bills of exchange, or other obligations of the Corporation for moneys borrowed or in payment for property acquired or for any of the other objects or purposes of the Corporation or its business, and to secure the payment of any such obligations by mortgage, pledge, deed, indenture, agreement, or other instrument of trust, or by other lien upon, assignment of, or agreements in regard to all or any part of the property, rights, or pledges of the corporation wherever situated, whether now owned or hereinafter to be acquired.

#### ARTICLE IV

The corporation shall be a Type A corporation under Section 201 of the Not-for-Profit Corporation Law.

#### ARTICLE V

The office of the corporation is to be located in the Village of Lansing, Tompkins County, New York State.

#### ARTICLE VI

The activities of FINGER LAKES CYCLING CLUB, INCORPORATED are principally to be conducted in the County of Tompkins

and surrounding counties.

#### ARTICLE VII

The names and addresses of the persons who are to serve as the initial directors are:

Name	Address
P.C.T. DeBoer	818 Cayuga Heights Road Ithaca, New York 14850
S. Leigh Phoenix	212 Hanshaw Road Ithaca, New York 14850
Louise Adie	38 Main Street Trumansburg, New York
Glenn Swan	704 West Buffalo Street Ithaca, New York 14850
James M. Hartshorne	108 Kay Street Ithaca, New York 14850
James Black	90 Cherry Street Ithaca, New York 14850

#### ARTICLE VIII

The duration of this corporation is to be perpetual.

#### ARTICLE IX

The Secretary of State of the State of New York is hereby designated as the agent of the corporation upon whom process against the corporation may be served. The address to which the Secretary of State shall mail a copy of such process is c/o P.C.T. DeBoer, 818 Cayuga Heights Road, Ithaca, New York 14850.

#### ARTICLE X

The name and address of the registered agent of the

corporation upon whom process against the corporation may be served is P.C.T. DeBoer, 818 Cayuga Heights Road, Ithaca, New York 14850.

ARTICLE XI

There is no requirement under the New York Not-for-Profit Corporation Law or any other statute of the State of New York that any approval or consent be required before filing of this certificate of incorporation.

ARTICLE XII

In pursuance of and not in limitation of the general powers conferred by law, and the objects and purposes herein set forth, it is expressly provided that this corporation shall also have the following powers:

To do all such acts as are necessary or convenient to attain the objects and purposes herein set forth, to the same extent and as fully as any natural person could or might do, and as are not forbidden specifically by the Not-for-Profit Corporation Law of the State of New York as it now exists or may be amended or supplemented.

In witness whereof, we have hereunto set our hands, this                    day of                    , 1981.

PCT de Boer

P.C.T. DeBoer  
818 Cayuga Heights Road  
Ithaca, New York 14850

S. Leigh Phoenix

S. Leigh Phoenix  
212 Hanshaw Road  
Ithaca, New York 14850

Louise Adie

Louise Adie  
38 Main Street  
Trumansburg, New York

Glenn Swan

Glenn Swan  
704 West Buffalo Street  
Ithaca, New York 14850

James M. Hartshorne  
James M. Hartshorne  
108 Kay Street  
Ithaca, New York 14850

James Black  
James Black  
90 Cherry Street  
Ithaca, New York 14850

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this 16th day of December, 1981, before me, the subscriber, personally came P.C.T. DeBoer, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Charles T. Curran  
Notary Public

STATE OF NEW YORK :  
: ss. CHARLES T. CURRAN  
COUNTY OF TOMPKINS :  
Notary Public  
Ithaca, New York 14850

On this 16th day of December, 1981, before me, the subscriber, personally came S. Leigh Phoenix, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Charles T. Curran  
Notary Public

STATE OF NEW YORK :  
: ss. CHARLES T. CURRAN  
COUNTY OF TOMPKINS :

On this 2nd day of February, 1981<sup>2</sup>, before me, the subscriber, personally came Louise Adie, to me personally known and known to me to be the person described in and who executed the within instrument, and she acknowledged to me that she executed the same.

Barbara A. Gillam  
Notary Public

BARBARA A. GILLAM  
Notary Public, State of New York  
No. 473552  
Qualified in Cortland County  
Commission Expires March 21, 1983

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this 12<sup>th</sup> day of January, 1982, before me, the subscriber, personally came Glenn Swan, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Matthew E. Curney  
Notary Public

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this 16<sup>th</sup> day of December, 1981, before me, the subscriber, personally came James M. Hartshorne, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

BARBARA A. GILLAM  
Notary Public, State of New York  
No. 4735962  
Qualified in Cortland County  
Comm. 11/17/81 Exp. 11/17/83

Barbara A. Gillam  
Notary Public

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this 29<sup>th</sup> day of December, 1981, before me, the subscriber, personally came James Black, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Matthew E. Curney  
Notary Public

MATTHEW E. CURNEY  
Notary Public

STATE OF NEW YORK :  
 : ss.  
COUNTY OF TOMPKINS :

P. C. T. DeBoir, S. Leigh Phoenix, Louise Adie, Glenn Swan, James M. Hartshorne, and James Black, having been duly sworn, depose and say, that they are subscribers to the Certificate of Incorporation of the FINGER LAKES CYCLING CLUB, INCORPORATED, pursuant to the Not-for-Profit Corporation Law.

(1) That the purposes set forth in such certificate are the same as those for which the Finger Lakes Cycling Club, a voluntary unincorporated association having more than 50 members, was organized.

(2) The subscribers of such certificate constitute a majority of the members of a committee authorized to incorporate the Finger Lakes Cycling Club, an unincorporated association, for the amendment of such organic law.

PCT de Boer  
P. C. T. DeBoer

S. Leigh Phoenix  
S. Leigh Phoenix

Louise Adie  
Louise Adie

Glenn Swan  
Glenn Swan

James M. Hartshorne  
James M. Hartshorne

James Black  
James Black

STATE OF NEW YORK :  
 : ss.  
COUNTY OF TOMPKINS :

On this 16th day of December, 1981, before me, the subscriber, personally came P. C. T. DeBoer, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Chadwick T. Cunney  
Notary Public

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this *four* day of *February*, 1981, before me, the subscriber, personally came S. Leigh Phoenix, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

*[Signature]*  
\_\_\_\_\_  
Notary Public

STATE OF NEW YORK :  
: ss. *[Signature]*  
COUNTY OF TOMPKINS :  
*[Signature]*  
*[Signature]*

On this *2nd* day of *February*, 1981, before me, the subscriber, personally came Louise Adie, to me personally known and known to me to be the person described in and who executed the within instrument, and she acknowledged to me that she executed the same.

*Barbara A. Glam*  
\_\_\_\_\_  
Notary Public

STATE OF NEW YORK :  
: ss. *[Signature]*  
COUNTY OF TOMPKINS :  
*[Signature]*  
BARBARA A. GLAM  
Notary Public, State of New York  
No. 4735002  
Qualified in Cortland County  
Commission Expires March 31, 1982

On this *15th* day of *January*, 1981, before me, the subscriber, personally came Glen Swan, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

*[Signature]*  
\_\_\_\_\_  
Notary Public

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this *16th* day of *December*, 1981, before me, the subscriber, personally came James M. Hartshorne, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged

FRREY & CLERMONT  
ATTORNEYS AT LAW  
13 W. SENECA STREET  
ALBANY, NEW YORK 12205



to me that he executed the same.

BARBARA A. GILLAM  
Notary Public, State of New York  
No. 4735962  
Qualified in Cortland County  
Commission Expires March 31, 1983

Barbara A. Gillam  
Notary Public

STATE OF NEW YORK :  
: ss.  
COUNTY OF TOMPKINS :

On this 29<sup>th</sup> day of December, 1981, before me, the subscriber, personally came James Black, to me personally known and known to me to be the person described in and who executed the within instrument, and he acknowledged to me that he executed the same.

Marjorie E. Curran  
Notary Public

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The original certificate was  
filed March 16, 1982 .  
The attached is returned for  
your files. Filing Receipt  
is forwarded under separate  
cover.

Thank you