

**Articles of Incorporation
Of
Texas Motorized Trail Coalition, Inc.**

I, the undersigned natural person over the age of 18, acting as incorporator adopt the following Articles of Incorporation of Texas Motorized Trail Coalition, Inc.:

**Article I
Name**

The name of the Corporation shall be Texas Motorized Trail Coalition, Inc.

**Article II
Non-Profit Status**

The Corporation is a nonprofit corporation. When it dissolves, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

**Article III
Period of Incorporation**

The Corporation will continue in perpetuity.

**Article IV
Purposes of Corporation**

The purposes for organizing the Corporation are to promote all phases of motorized trail riding as a family activity; to educate the public as to the care and conditioning of motor vehicles for trail activities, environmental responsibilities, trail etiquette, and safety; to establish, improve, and maintain trails; and to preserve the love of the outdoors in Texas.

**Article V
Powers of Corporation**

Except as these Articles of Incorporation otherwise provide, the Corporation has all the powers provided in the Texas Non-Profit Corporation Act. Moreover, the Corporation has all implied powers necessary and proper to carry out its express powers.

Article VI Prohibited Acts

The Corporation may not pay dividends or other corporate income to its members, directors, or officers; otherwise accrue distributable profits; or permit the realization of private gain. The

Corporation may not take any action prohibited by the Texas Non-Profit Corporation Act. The Corporation may not engage in any activities, except to an insubstantial degree, that do not further its purposes as set forth in these Articles.

The Corporation may not take any action that would be inconsistent with the requirements for a tax exemption under Internal Revenue Code Section 501(c)(3) and related regulations, rulings, and procedures. Nor may it take any action that would be inconsistent with the requirements for receiving tax-deductible charitable contributions under Internal Revenue Code Section 170(c)(2) and related regulations, rulings, and procedures. Regardless of any other provision in these Articles of Incorporation or state law, the Corporation may not:

1. Engage in activities or use its assets in manners that do not further one or more exempt purposes, as set forth in these Articles of Incorporation and defined by the Internal Revenue Code and related regulations, rulings, and procedures, except to an insubstantial degree.
2. Serve a private interest other than one clearly incidental to an overriding public interest.
3. Devote more than an insubstantial part of its activities to attempting to influence legislation by propaganda or otherwise, except as provided by the Internal Revenue Code and related regulations, rulings, and procedures.
4. Participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office. The prohibited activities include publishing or distributing statements and any other direct or indirect campaign activities.
5. Have objectives characterizing it as an "action organization" as defined by the Internal Revenue Code and related regulations, rulings, and procedures.
6. Distribute its assets on dissolution other than for one or more exempt purposes. On dissolution, the Corporation's assets will be distributed to the state government for a public purpose, or to an organization exempt from taxes under Internal Revenue Code Section 501(c)(3) to be used to accomplish the general purposes for which the Corporation was organized.
7. Permit any part of the Corporation's net earnings to inure to the benefit of any private shareholder or member of the Corporation or any private individual.

8. Carry on an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

Article VII Members

The Corporation will have one or more classes of members as provided in the Bylaws. Membership shall be open to all persons who are interested in motorized trail riding and activities, regardless of a person's race, nationality, religion, or gender.

Article VIII Registered Office & Registered Agent

The street address of the Corporation's initial registered office is 3018 Ave. H, Nederland, Texas. The mailing address of the Corporation's initial registered office is P.O. Box 2265, Port Arthur, Texas 77643. The name of the initial registered agent at this office is Leslie Ramirez.

Article IX Board of Directors

The management of the corporation is vested in its Board of Directors and such committees of the board that the Board may, from time-to-time, establish.

The Board of Directors shall have no fewer than eight (8) persons and be composed of the elected officers, immediate past President and the eight regional directors, at least one director from each of the four designated user groups: OHV (4-wheel drive vehicles with a wheel base of 52" or greater), ATV, Dirtbike and Trail Buggies. The Bylaws will provide for the qualifications, manner of selection, duties, terms, and other matters relating to the Board of Directors other than those matters specified in these Articles. In electing directors, members may cumulate their votes by giving one candidate as many votes as the number of directors to be elected or by distributing the same number of votes among any number of candidates.

The initial Board of Directors will consist of the following persons:

<u>Name</u>	<u>Office</u>	<u>Address</u>
Frank McKinnis	President	527 W. 32nd Street Houston, TX 77018
Victor Ramirez	Vice-President	P.O. Box 1821 Nederland, TX 77627
Jolei Bayard	Secretary	702 ~ 9~ Street Nederland, TX 77627
Rhonda Treadaway	Treasurer	10902 Coyote Court

Leslie Ramirez	Public Relations & Project	Austin, TX 78748 P.O. Box 1821. Nederland, TX 77627
David Olendaiski	Webmaster	1101 5. Dexter College Station, TX
Rhonda Treadaway	Regional Director-ATV	10902 Coyote Court Austin, TX 78748
Martha Kelley	Regional Director-ATV	333 Iris Dr. White Oak, TX 78744
Bob Beamer	Regional Director-Dirtbikes	3310 Long Shadows Spring, TX 77380
Bob Coker	Regional Director-Dirtbikes	1711 Queens Row Nacogdoches, TX 75961
Will Pattison	Regional Director-Dirtbikes	8009 Tantara Court Austin, TX 78729
Mike Meeker	Regional Director-Trail Buggies	20211 Cypresswood Glen Spring, TX 77388
Jody Delino	Regional Director OHV	1415 Ave. E Nederland, TX 77627
Bruce Shirey	Regional Director OHV	2003 Wapato Cove Round Rock, TX 78664

Article X Limitation of Liability

A director is not liable to the Corporation or members for monetary damages for an act or omission in the director's capacity as director except as otherwise provided by a Texas statute.

Article XI Indemnification

The Corporation, by resolution of the Board of Directors, may indemnify a person who was, is, or is threatened to be made a named defendant or respondent in litigation or other proceedings because the person is or was a director or other person related to the Corporation as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

Article XII
Miscellaneous

All references in these Articles to statutes, regulations, or other sources of legal authority refer to the authorities cited, or their successors, as they may be amended from time to time

Article XIII
Incorporator

The name and address of the incorporator is Frank McKinnis, 527 W.32nd Street Houston, TX 77018

I execute these Articles of Incorporation on this 4 day of October

1999

Frank McKinnis