



Pedal Power

A Minnesota Nonprofit Corporation

**ARTICLES OF
INCORPORATION**

The undersigned incorporators are individuals 18 years of age or older and adopt the following articles of incorporation to form a nonprofit corporation.

**ARTICLE I
NAME**

1.01 Name

The name of this corporation shall be Pedal Power The business of the corporation may be conducted as Pedal Power or Pedal Power MN.

**ARTICLE II
DURATION**

2.01 Duration

The period of duration of the corporation is perpetual.

**ARTICLE III
PURPOSE**

3.01 Purpose

Pedal Power is a non-profit corporation and shall operate exclusively for educational and charitable purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code.

Pedal Power was formed for the purpose of educating students in bicycle safety and teaching children how to ride bikes. They are taught how to bike safely and confidently in urban surroundings. Licensed Cycling Instructors (LCI's) work with trained volunteers to introduce cycling to kids, to provide children access to cultural, historical and recreational resources in their city, and to learn about the camaraderie and friendships that develop around riding a bike. Pedal power provides kids with the opportunity to learn to ride a bike alongside their peers and offers coaching that will help them learn and develop biking and related skills in a safe and enjoyable manner. Students also develop confidence in their biking skills, practice social and problem-solving skills and learn basic bike care and maintenance while building a foundation for lifelong physical activity. Students bike year round, with fewer rides during the coldest winter months. Primary youth leadership roles, responsibilities and opportunities are shared by 6-8 students who receive additional training as "junior coaches." These students learn to mentor and encourage their peers, lead rides, present at conferences or other speaking engagements, and plan an all day bike trip at the end of school year.

Pedal Power may also consult with other like minded groups including school districts and other nonprofits to implement similar programs.

3.02 Non-Profit

Pedal Power is designated as a non-profit corporation.

ARTICLE IV NON-PROFIT NATURE

4.01 Non-profit Nature

Pedal Power is organized exclusively for charitable and educational 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.

No part of the net earnings of Pedal Power shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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.

Notwithstanding any other provision of this document, the corporation shall not carry on any other activities not permitted to be carried on (a) by any organization exempt from federal

income tax under section 501 (c) (3) of the Internal Revenue Code, 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.

Pedal Power is not organized and shall not be operated for the private gain of any person. The property of the corporation is irrevocably dedicated to its educational and charitable purposes. No part of the assets, receipts, or net earnings of the corporation shall inure to the benefit of, or be distributed to any individual. The corporation may, however, pay reasonable compensation for services rendered, and make other payments and distributions consistent with these Articles.

4.02 Personal Liability

No officer or director of this corporation shall be personally liable for the debts or obligations of Pedal Power of any nature whatsoever, nor shall any of the property or assets of the officers or directors be subject to the payment of the debts or obligations of this corporation.

4.03 Dissolution

Upon termination or dissolution of the Pedal Power, any assets lawfully available for distribution shall be distributed to one (1) or more qualifying organizations described in Section 501(c)(3) of the Internal Revenue Code of 1986 (or described in any corresponding provision of any successor statute) which organization or organizations have a charitable purpose which, at least generally, includes a purpose similar to the terminating or dissolving corporation.

The organization to receive the assets of the Pedal Power hereunder shall be selected by the discretion of a majority of the managing body of the Pedal Power and if its members cannot so agree, then the recipient organization shall be selected pursuant to a verified petition in equity filed in a court of proper jurisdiction against the Pedal Power by one (1) or more of its managing body which verified petition shall contain such statements as reasonably indicate the applicability of this section. The court upon a finding that this section is applicable shall select the qualifying organization or organizations to receive the assets to be distributed, giving preference if practicable to organizations located within the State of Minnesota.

In the event that the court shall find that this section is applicable but that there is no qualifying organization known to it which has a charitable purpose, which, at least generally, includes a purpose similar to this corporation, then the court shall direct the distribution of its assets lawfully available for distribution to the Treasurer of the State of Minnesota to be added to the general fund.

4.04 Prohibited Distributions

No part of the net earnings or properties of this corporation, on dissolution or otherwise, shall inure to the benefit of, or be distributable to, its members, directors, officers or other private person or individual, except that the corporation 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 Article III, Section 3.01.

4.05 Restricted Activities

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

4.06 Prohibited Activities

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax as an organization described by Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE V **BOARD OF DIRECTORS**

5.01 Governance

Pedal Power shall be governed by its board of directors.

5.02 Initial Directors

The number of directors constituting the initial board of directors is **four (4)**; their names and addresses are as follows:

| | |
|----------------------------------|--|
| Raymond Boyle - President | 2331 Roosevelt St NE Minneapolis MN 55418 |
| Tina Werni - Treasurer | 3001 Lincoln St NE Minneapolis MN 55418 |
| Dan Miller - Secretary | 1959 McKinley St NE Minneapolis MN 55418 |
| Abdirizak Jama - Director | 2649 Mounds View Blvd. Moundsview, MN 55112 |

Members of the initial board of directors shall serve until the first annual meeting, at which their successors will be duly elected and qualified or removed as provided in the bylaws.

ARTICLE VI **MEMBERSHIP**

6.01 Membership

Pedal Power shall have no members. The management of the affairs of the corporation shall be vested in a board of directors, as defined in the corporation's bylaws.

**ARTICLE VII
AMENDMENTS**

7.01 Amendments

Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

**ARTICLE VIII
ADDRESSES OF THE CORPORATION**

8.01 Corporate Address

The address of the corporation is:

Pedal Power
2331 Roosevelt Street NE
Minneapolis, MN 55418

The mailing address of the corporation is:

Pedal Power
2331 Roosevelt Street NE
Minneapolis, MN 55418

**ARTICLE IX
APPOINTMENT OF REGISTERED AGENT**

9.01 Registered Agent

The registered agent of the corporation shall be:

Raymond Boyle
2331 Roosevelt Street NE
Minneapolis, MN 55418

**ARTICLE X
INCORPORATORS**

The incorporators of the corporation are as follow:

Signature Susan Tuck
2331 Roosevelt St. NE. Minneapolis, MN 55418

Signature Mark Trumper
1303 Everett Street South Stillwater, MN 55082

CERTIFICATE OF ADOPTION OF ARTICLES OF INCORPORATION

We, the undersigned, do hereby certify that the above stated Articles of Incorporation of Pedal Power were approved by the board of directors on 4/7/2017 and constitute a complete copy of Articles of Incorporation of Pedal Power.

| | | |
|----------------|-------|--|
| Raymond Boyle | _____ | 2331 Roosevelt St NE Minneapolis MN 55418 |
| Tina Werni | _____ | 3001 Lincoln St NE Minneapolis MN 55418 |
| Dan Miller | _____ | 1959 McKinley St NE Minneapolis MN 55418 |
| Abdirizak Jama | _____ | 2649 Mounds View Blvd. Moundsview, MN 55112 |

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Raymond Boyle, agree to be the registered agent for Pedal Power as appointed herein.

RAYMOND BOYLE, Registered Agent

Date: _____

INCORPORATORS

The incorporators of the corporation are as follow:

Susan Tuck

Signature Susan Tuck

2331 Roosevelt St. NE. Minneapolis, MN 55418

Mark Trumper

Signature Mark Trumper

1303 Everett Street South Stillwater, MN 55082

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Raymond Boyle

Raymond Boyle

2331 Roosevelt St NE Minneapolis MN 55418

Tina Werni

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3001 Lincoln St NE Minneapolis MN 55418

Dan Miller

Dan Miller

1959 McKinley St NE Minneapolis MN 55418

Abdirizak Jama

Abdirizak Jama

2649 Mounds View Blvd. Moundsview, MN

55112

**ACKNOWLEDGMENT OF CONSENT
TO APPOINTMENT AS REGISTERED AGENT**

I, Raymond Boyle, agree to be the registered agent for Pedal Power as appointed herein.

Raymond Boyle
RAYMOND BOYLE, Registered Agent

Date: 4-7-17