

CERTIFICATE OF INCORPORATION

OF

DELAWARE ENDURO RIDERS, INC.

THE UNDERSIGNED, in order to form a corporation for the purposes hereinafter stated, under and pursuant to Title 8, Chapter 1 of the Delaware Code entitled the “General Corporation Law of the State of Delaware,” does hereby certify that:

FIRST: The name of the corporation formed hereunder (the “Corporation”) is:

Delaware Enduro Riders, Inc.

SECOND: The registered office of the Corporation in the State of Delaware is located at 2190 South College Ave., Newark, New Castle County, Delaware 19702, and the name of its registered agent at such address is Delaware Enduro Riders, Inc.

THIRD: The Corporation is a nonprofit organization organized exclusively for charitable, religious, scientific, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”), or the corresponding provision of any future federal tax law. In furtherance of the foregoing, the purposes of the Corporation to be conducted or promoted are as follows:

(1) To acquire, administer, hold, invest and reinvest funds received by the Corporation from gifts, bequests, grants, contributions, sales, exchanges, or otherwise, which funds together with any earnings thereon, shall be used exclusively for its charitable, religious, scientific, literary, or educational purposes, or to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) as set forth in this Article Third;

(2) To provide competitions, meetings, events, and programs for educational purposes to and for the benefit of members and the public in order to enhance the education, common good, general welfare, and well-being of such persons, and to protect the ability of said persons to participate in competitive activities through the provision of suitable events and programs;

(3) To administer the funds of the Corporation on a nondiscriminatory and interdenominational basis and not to restrict the use of such funds to people of any race, faith, color, or creed; and

(4) To do such acts and carry on such business and affairs as may be permitted by nonprofit corporations under the General Corporation Law of the State of Delaware and other laws of the State of Delaware, and by exempt organizations under Section 501(c)(3) of the Code and other laws of the United States of America, in order to accomplish the purposes set forth in this Article Third.

The Corporation shall be organized and operated exclusively to carry out the purposes set forth in this Article Third and shall perform such other charitable, religious, scientific, literary, and educational functions and to foster national or international amateur sports competition (but only if no part of its activities involve the provision of athletic facilities or equipment) in furtherance of the purposes set forth in this Article Third as the Board of Directors of the Corporation (the "Board of Directors") may hereafter determine. As a means of accomplishing the foregoing purposes, the Corporation shall have the power to do any and all such acts and things as are necessary or conducive to the attainment of any of the objects and purposes of the Corporation set forth in its Certificate of Incorporation, to the same extent and as fully as any natural person might or could do; provided, however, that notwithstanding any provision of its Certificate of Incorporation or any provisions of applicable state law, the Corporation shall not have the power to carry on any activities the existence of which would cause it to fail to qualify as an organization exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future federal tax law or as a corporation contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future federal tax law.

FOURTH: No part of the net earnings of the Corporation shall ever inure to the benefit of or be distributable to any of its members, directors, or officers or any other person having a personal or private interest in the activities of the Corporation, except reasonable compensation for services actually rendered to or on behalf of the Corporation and payments and distributions in furtherance of the purposes of the Corporation, and no substantial part of the activities of the Corporation shall ever be the carrying on of propaganda or otherwise attempting to influence legislation except to the extent permitted by Section 501(h) of the Code, and the Corporation shall not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office. The Corporation shall not be authorized to accept gifts or contributions or other funds for purposes other than the purposes of the Corporation hereinbefore stated.

If the Corporation is treated under the Code as a private foundation, then the Corporation shall be subject to the following restrictions:

(1) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Code or the corresponding provision of any future United States Internal Revenue law.

(2) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code or the corresponding provision of any future United States Internal Revenue law.

(3) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code or the corresponding provision of any future United States Internal Revenue law.

(4) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Code or the corresponding provision of any future

United States Internal Revenue law.

(5) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Code or the corresponding provision of any future United States Internal Revenue law.

FIFTH: The Corporation shall be a membership corporation and shall have no authority to issue capital stock. The conditions of membership in the Corporation and the voting powers of the members shall be as set forth in the bylaws of the Corporation. Except as otherwise expressly required by the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended, or as expressly set forth in the Certificate of Incorporation or bylaws of the Corporation, no member of the Corporation shall have voting rights on actions or matters of the Corporation.

SIXTH: The business and affairs of the Corporation, and the control and disposition of its property and funds, shall be managed by or under the direction of the Board of Directors. The initial members of the Board of Directors shall be appointed by the incorporator, and each such director shall serve until his or her successor is elected and qualified, in accordance with the provisions of the Corporation's bylaws, or until his or her prior death, resignation, or removal. The qualification, tenure, number, election, removal, powers, and duties of the members of the Board of Directors shall be as provided in the bylaws of the Corporation.

SEVENTH: A director of the Corporation shall not be personally liable to the Corporation or to any of its members for monetary damages for breach of fiduciary duty as a director, except to the extent such exemption from liability or limitation thereof is not permitted under the General Corporation Law of the State of Delaware as the same exists or may hereafter be amended. Any repeal or modification of the foregoing sentence shall not adversely affect any right or protection of a director of the Corporation existing hereunder with respect to any act or omission occurring prior to such repeal or modification.

EIGHTH: In furtherance and not in limitation of the powers conferred by the laws of the State of Delaware, the Board of Directors is expressly authorized and empowered to make, adopt, amend, and repeal the bylaws of the Corporation, subject to the right of the members to alter, amend, and repeal any bylaws so made or amended by the Board of Directors.

NINTH: Unless and except to the extent otherwise provided in the bylaws of the Corporation, the election of the directors of the Corporation need not be by written ballot.

TENTH: In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary, involuntary, or by operation of law, except as may be otherwise provided by law, the Board of Directors shall have the power to dispose of the assets of the Corporation in such manner as it, in its sole discretion, may determine; provided, however, that any such disposition shall be either (i) for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding provision of any future federal tax law, or (ii) to the federal government, or to a state or local government, for a public purpose. Notwithstanding the foregoing, in the event that any of the assets of the Corporation are not disposed of by the Board of Directors under this Article Tenth, any such assets of the Corporation shall be disposed of by a court of competent

jurisdiction exclusively for the purposes set forth in (i) and (ii) above, or to such organization or organizations which, in such court's sole determination, are organized and operated exclusively for such purposes.

ELEVENTH: The Corporation shall have perpetual existence.

TWELFTH: The private property of the members, directors, officers, employees, and agents of the Corporation shall not be subject to the payment of the Corporation's debts.

THIRTEENTH: The Corporation reserves the right at any time, and from time to time, to amend, alter, change, or repeal any provision contained in the Certificate of Incorporation, to add other provisions to the Certificate of Incorporation as authorized by the laws of the State of Delaware at the time such laws are in force, and to restate the Certificate of Incorporation, in the manner now or hereafter prescribed by law; and all rights, preferences, and privileges of whatsoever nature conferred upon members, directors, or any other persons whomsoever by and pursuant to the Certificate of Incorporation in its present form or as hereafter amended are granted subject to the rights reserved in this Article Thirteenth; provided, however, that no amendment, alteration, change, or repeal of any provisions of the Certificate of Incorporation shall authorize the Board of Directors to conduct the affairs of the Corporation in any manner or for any purpose which would cause the Corporation to lose its tax-exempt status under the provisions of the Code or any future federal tax laws.

FOURTEENTH: The name and mailing address of the incorporator is:

Peter Parlett
1206 Mullet Rd.
Wilmington, DE 19808

I, THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the law of the State of Delaware, do make and file this Certificate of Incorporation, hereby declaring and certifying that the facts herein stated are true, and intending that this be an acknowledgement within the meaning of section 103 of the General Corporation Law of the State of Delaware, have executed this certificate on this 26th day of November, 2018.

Peter Parlett
Peter Parlett
Sole Incorporator