



Office of the Secretary of State

**CERTIFICATE OF RESTATED ARTICLES
OF**

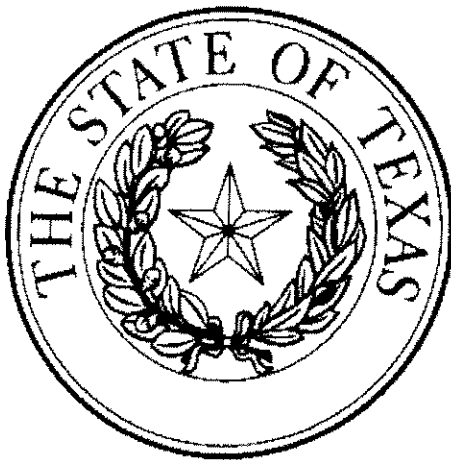
**POST ENDURO ASSOCIATION, INC.
43748601**

The undersigned, as Secretary of State of Texas, hereby certifies that the Restated Articles for the above named entity have been received in this office and have been found to conform to law.

ACCORDINGLY the undersigned, as Secretary of State, and by virtue of the authority vested in the Secretary by law hereby issues this Certificate of Restated Articles.

Dated: 09/26/2005

Effective: 09/26/2005



A handwritten signature in black ink that reads "Roger Williams".

Roger Williams
Secretary of State

RESTATED ARTICLES OF INCORPORATION
OF
POST ENDURO ASSOCIATION, INC.

I, the undersigned natural person over the age of 18, acting as incorporator adopt the following Articles of Incorporation of Post Enduro Association, Inc.

ARTICLE I

The name of the corporation is POST ENDURO ASSOCIATION, INC. The Corporation hereby adopts restated articles of incorporation which accurately copy the articles of incorporation and all amendments thereto that are in effect to date and such restated articles of incorporation contain no change in any provision thereof.

ARTICLE II

The restarted articles were adopted at a meeting of the board of directors held on Tuesday, June 21st, 2005, and received the vote of a majority of the directors in office, member approval not being required under the Act or there being no members having voting rights in respect thereof.

ARTICLE III

The articles of incorporation and all amendments and supplements thereto are hereby superseded by the following restated articles of incorporation, which accurately copy the entire text thereof:

ARTICLE IV

Name

The name of the corporation is POST ENDURO ASSOCIATION, INC.

ARTICLE V

Non-Profit Status

The corporation is a non-profit corporation. In the event of dissolution, all of its assets will be distributed to the State of Texas or an organization exempt from taxes under the Internal Revenue Code Section 501(c)(3) for one or more purposes exempt under the Texas franchise tax.

ARTICLE VI

Period of Incorporation

The period of its duration is for perpetual duration.

ARTICLE VII
Purposes of Corporation

The purpose for organizing the corporation are to promote and preserve off road activities as a family activity; provide the general public with opportunities to participate in off road activities that may otherwise not be available through private or public lands; to promote environmental and archaeological responsibilities, trail etiquette, and safety; to establish, improve, and maintain trails; and to preserve the general right for the public to enjoy the outdoors.

ARTICLE VIII
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 expressed powers.

ARTICLE IX
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 does 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 of an unrelated trade or business, except as a secondary purpose related to the Corporation's primary, exempt purposes.

ARTICLE X 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 trail riding and activities, regardless of a person's race, nationality, religion, or gender.

ARTICLE XI Board of Directors

The Board of Directors may be expanded by two-thirds vote of the existing Board of Directors to any number of directors evenly divisible by three (3). Any director who resigns or is removed from the Board of Directors by two-thirds vote of the other directors shall be replaced by a two-thirds majority vote of such existing Board of Directors.

The number of directors constituting the initial board of directors of the corporation is six and the names and addresses of the person who are to serve as the initial directors are:

| <u>Name</u> | <u>Address</u> |
|----------------|--|
| Ralph Carlisle | 13 W. Lakeshore Dr., Ransom Canyon 79366 |
| Robert Ward | 720 Cleveland, Dimmitt 79027 |
| Howard Harvey | 9711 Jordan, Lubbock 79423 |
| Wiley Kimbell | 4512 63 rd st, Lubbock 79414 |

ARTICLE XII
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 XIII
Registered Agent

The street address of the registered office of the corporation is 13 W. Lakeshore Dr., Ransom Canyon, Texas, and the name of its registered agent at such address is Ralph Carlisle.

ARTICLE XIV
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 director or other person related to the Corporation as provided by the provisions of the Texas Non-Profit Corporation Act governing indemnification.

ARTICLE XV
Miscellaneous

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

The restated articles of incorporation are dated this 16th day of
September 2005

Royce Corbell
Royce Corbell
President, Post Enduro Association

I, Pat Belcher, a Notary Public, do hereby certify that
on this the 16th day of Sept., 2005 personally appeared before me Royce
Corbell, who being by me first duly sworn, declared that he is the person who signed the
foregoing document as the incorporator, and that the statements therein contained are
true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year
above written.

Pat Belcher
Notary Public in the State of Texas

