

**FIRST AMENDED AND RESTATED
BYLAWS OF**

BELLEVUE BICYCLE CLUB, INC.

Article I
Offices

The principal office of the Corporation in the State of Nebraska shall be located in the City of Bellevue, County of Sarpy. The Corporation may have such other offices, either within or without the State of Nebraska, as the Board of Directors may designate or as the business of the Corporation may require from time to time.

The Corporation shall have and continuously maintain in the State of Nebraska a registered office, and a registered agent whose office is identical with such registered office, as required by the Nonprofit Corporation Act of the State of Nebraska. The registered office may be, but need not be, identical with the principal office in the State of Nebraska, and the address of the registered office may be changed from time to time by the Board of Directors.

Article II
Membership

Section 1. Application. Any person who agrees to abide by the provisions of the Articles of Incorporation, the Corporation's Bylaws, and to further the purposes of the Corporation, may apply for membership.

Section 2. Acceptance. An applicant shall be accepted for membership without regard to race, color, creed, sex, age, or national origin. The Board may establish a membership committee to review applications and may adopt and maintain membership policies providing additional guidance with respect to membership issues, including the establishment of standards for continued membership. Membership in the Corporation is a privilege which may be granted, denied or revoked at the discretion of the Board of Directors.

Section 3. Qualification. A member shall be considered to be a member in good standing and entitled to the privileges of membership upon the payment of the required annual membership fee and any assessments established by these Bylaws or by the Board of Directors from time to time. Membership in good standing shall at all times be predicated upon the members' compliance with the provisions of the Bylaws, Articles of Incorporation, policies and resolutions of the Corporation.

Section 4. Dues and Assessments. Membership dues shall be set by the Board of Directors at the annual meeting for each ensuing fiscal year. Dues shall be payable in advance on an annual basis with a January 1 due date. The Board of Directors may provide for installment payment of dues in the case of hardship. The Board of Directors may, at any regular or special meeting, call for a special assessment of the membership in such amount as they shall

deem necessary to carry out the purposes of the Corporation. Such special assessment shall be approved by a majority vote of the members at the next meeting thereof.

Section 5. Rights. Every member in good standing shall be entitled to receive all general publications of the Corporation, to attend all regular and special meetings of the membership and to have the privilege of the floor at such meetings, to participate in all referenda conducted by the Corporation and to display the emblem of the Corporation. Members in good standing shall be eligible to vote at meetings of the members and/or hold office. Each voting member shall be entitled to one vote, which shall be non-cumulative, for the offices of President, Secretary and Treasurer.

Section 6. Termination. Any member will be terminated from membership for non-payment of dues or assessments upon the expiration of ninety (90) days from the date such dues, assessments or any installment thereof shall have become due and payable; provided, however, the Board of Directors shall have the discretionary power to grant a waiver of this provision in the case of hardship or other compelling circumstances.

Section 7. Expulsion. Any member may be expelled from membership, with or without cause, by the affirmative vote of two-thirds (2/3) of the Board of Directors.

Section 8. Refund of Dues. Any member whose membership terminates by reason of death, resignation or expulsion shall not be entitled to a refund of dues or assessments previously paid.

Section 9. Meetings. Regular meetings of the membership shall be held on the first Monday of each month. The annual meeting of the members of the Corporation shall be held on the first Monday in the month of December prior to the annual Board of Directors meeting. Meetings shall be held at such time and place as the Board of Directors shall designate. The Board of Directors may change the date of any meeting of members upon ten (10) days advance notice of the change to the membership. Special meetings of the membership may be held as called by the Board of Directors upon ten (10) days advance notice to the membership.

Article III Board of Directors

Section 1. General Powers. The business and affairs of the Corporation shall be exercised by or under the authority of its Board of Directors. Subject to the limitations of the Articles of Incorporation, these Bylaws and the laws of the State of Nebraska, the Directors are vested with all of the powers now or hereafter conferred by law.

Section 2. Number, Tenure and Qualifications. The number of Directors of the Corporation shall be one or more as elected at the annual meeting of the Board of Directors. Each Director shall hold office until the next annual meeting of Directors and until his or her successor shall have been elected and qualified. Directors need not be residents of the State of Nebraska. Any member in good standing shall be eligible for election to the Board of Directors.

The elected President, Secretary, Treasurer and immediate past President shall constitute the Board of Directors. Upon their election, the Board of Directors shall appoint a Vice President to also serve as a member of the Board of Directors. These five officers shall constitute the sole voting members of the Board of Directors.

Section 3. Regular Meetings. Regular meetings of the Board of Directors shall be held on the third Tuesday of each month or as called by the President or two or more members of the Board. An annual meeting of the Board of Directors shall be held on the third Tuesday following the annual meeting of the members.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Nebraska, as the place for holding any special meeting of the Board of Directors called by them.

Section 5. Notice. Notice of any special meeting or rescheduling of any regular meeting shall be given at least two days previously thereto by written notice delivered personally or mailed or sent by email, to each Director at his or her residence or business address or email address on file with the Secretary. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, so addressed, with postage thereon prepaid. If sent by email, such notice shall be deemed to be delivered when sent.

Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board of Directors need be specified in the notice or waiver of notice of such meeting.

Section 6. Quorum. A majority of the number of Directors entitled to vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors, but if less than such majority is present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

Section 7. Manner of Acting. Unless a greater number is required by these Bylaws, the Articles of Incorporation or Nebraska law, the act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors. Members of the Board of Directors may participate in the meeting of such Board by means of a conference telephone or similar communications equipment by which all directors participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 8. Proxy. At all meetings of the Board of Directors, a Director entitled to vote may do so by means of a proxy executed in writing by the Director. Such proxy (or a copy thereof) shall be filed with the Secretary of the Corporation before or at the time of the meeting. No proxy shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 9. Action Without a Meeting. Any action required or permitted to be taken by the Board of Directors at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors. Such consent shall have the same effect as a unanimous vote.

Section 10. Vacancies. Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining Directors though less than a quorum of the Board of Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any Directorship to be filled by reason of an increase in the number of Directors may be filled by election at an annual meeting or at a special meeting of Directors called for that purpose.

Section 11. Presumption of Assent. A Director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his or her dissent shall be entered in the minutes of the meeting or unless the Director shall file his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the secretary of the Corporation immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

Article IV Officers

Section 1. Number. The officers of the Corporation shall be a President, a Secretary, and a Treasurer, each of whom shall be members in good standing . Such other officers (including one or more Vice Presidents) and assistant officers, as may be deemed necessary, may be elected or appointed by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary and except the offices of President and Vice President.

Section 2. Election and Term of Office. The officers of the Corporation, President, Secretary and Treasurer, shall be elected annually by a majority of members in good standing at the annual meeting of members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as is convenient. Each officer shall assume office upon the adjournment of the meeting at which elected and shall hold office until his or her successor shall have been duly elected and qualified, or until death, resignation or removal in the manner herein provided.

Section 3. Removal. Any officer or agent may be removed by a majority vote of the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby.

Section 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 5. President. The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall in general supervise and

control all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Board of Directors. He or she may sign, with the Secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. In general, the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

Section 6. The Vice Presidents. In the absence of the President or in the event of the President's death, inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order designated at the time of their election, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such duties as from time to time may be assigned to him or her by the President or by the Board of Directors.

Section 7. The Secretary. The Secretary shall: (a) keep the minutes of the proceedings of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; (c) be custodian of the corporate records; (d) if a seal is adopted by the Corporation, keep the seal and see that it is affixed to all documents authorized by the Corporation to be executed under its seal; (e) keep a register of the post office address of each Director which shall be furnished to the secretary by such Director; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 8. The Treasurer. The Treasurer shall: (a) have charge and custody of and be responsible for all funds and securities of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation from any source whatsoever, and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article V of these Bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the President or by the Board of Directors. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine.

Section 9. Assistant Secretaries and Assistant Treasurers. The Assistant Secretaries, when authorized by the Board of Directors, may sign with the President or a Vice President such documents as shall have been authorized by a resolution of the Board of Directors. The Assistant Treasurers shall respectively, if required by the Board of Directors, give bonds for the faithful discharge of their duties in such sums and with such sureties as the Board of Directors shall determine. The Assistant Secretaries and Assistant Treasurers, in general, shall perform such duties as shall be assigned to them by the Secretary or the Treasurer, respectively, or by the President or the Board of Directors.

Section 10. Salaries. No salary or remuneration shall be paid to any member of the Board of Directors, or officer appointed by them, as compensation for their service in such position.

Article V
Contracts, Loans, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Loans. No loan shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances. Directors who vote for or assent to the making of a loan to an officer or Director of the Corporation, or the making of any loan secured by shares of the Corporation, shall be jointly and severally liable to the Corporation for the amount of such loan until the repayment thereof.

Section 3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4. Deposits. All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Article VI
Fiscal Year

The fiscal year of the Corporation shall begin on the first day of January and end on the thirty-first day of December in each year.

Article VII
Waiver of Notice

Whenever any notice is required to be given under the provisions of these Bylaws, the Articles of Incorporation, or Nebraska law, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice. Attendance at a meeting shall be considered waiver of notice, except where a person attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Article VIII
Meeting by Telecommunications

Directors or any committee appointed by the Board of Directors may participate in a meeting by means of conference telephone or similar communications equipment whereby all persons participating in the meeting can hear each other, and participation in such meeting in such manner shall constitute presence in person at such meeting.

Article IX
Amendments

These Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors at any regular or special meeting.

Article X
Indemnity and Reimbursement

Section 1. Actions by Others. The Corporation shall indemnify any person who was or is a party to or is threatened to be made a party to any threatened, pending or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative (other than an action by or in the right of the corporation) by reason of the fact that such person is or was a director, officer, employee or agent of the corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust, or other enterprise, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had no reasonable cause to believe the conduct was criminal. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which such person reasonably believed to be in or not opposed to the best interest of the Corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that the conduct was criminal.

Section 2. Actions by or in the Right of the Corporation. The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that such person is or was a director, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with the defense or settlement of such action or suit if such person acted in good faith and in a manner such person reasonably believed to be in or not opposed to the best interests of the Corporation and except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3. Successful Defense. To the extent that a director, or officer of the Corporation has been successful on the merits or otherwise, including, without limitation, the dismissal of an action without prejudice, in defense of any action, suit or proceeding referred to in Sections 1 and 2 of this Article, or in defense of any claim, issue or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection therewith.

Section 4. Specific Authorization. Any indemnification under Section 1 and 2 of this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee or agent is proper in the circumstances because such person has met the applicable standard of conduct set forth in said Sections 1 and 2. Such determination shall be made (1) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (2) if such quorum is not obtainable, or, even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or (3) by the members.

Section 5. Advance of Expenses. Expenses incurred by officers, directors, employees and agents of the Corporation in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding upon such terms and conditions, if any, as the Board of Directors deems appropriate.

Section 6. Right of Indemnity Not Exclusive. The indemnification and advancement of expenses provided by or granted pursuant to the certificate of incorporation or these by-laws shall not be deemed exclusive of any other rights to which those seeking indemnification or advancement of expenses may be entitled under any by-law, agreement, vote of stockholders or disinterested directors or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

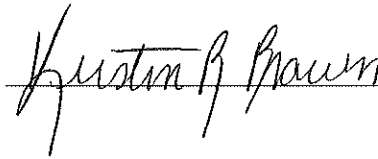
Section 7. Continuation of Indemnification. The indemnification and advancement of expenses, to the extent provided by or granted pursuant to this Article, these by-laws, or the certificate of incorporation shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs, executors, and administrators of such person. Any repeal or modification of this Article X shall not in any way diminish any rights to indemnification of such directors, officer, employee or agent, or the obligations of the corporation arising hereunder.

Section 8. Certain Claims. Notwithstanding Section 1 and Section 2 of this Article X, the corporation shall be required to indemnify a person described in the first sentence of Section 1 or Section 2 of this Article X in connection with an action, suit or proceeding (or part thereof) commenced by such a person only if the commencement of such proceeding (or part thereof) by such person was authorized by the Board of Directors.

Article XI
Enforceability

Invalidity of any Provisions of these Bylaws. The invalidity or unenforceability of any provisions of these Bylaws shall not affect the validity or enforceability of the remaining provisions of the Bylaws.

I, the undersigned Secretary of Bellevue Bicycle Club, Inc., do hereby certify that the foregoing First Amended and Restated Bylaws are the Bylaws adopted by the Corporation on January 17, 2012.



Secretary