

**ARTICLES OF INCORPORATION
OF ARIZONA COMPETITION CORVETTES
A TAX-EXEMPT
ARIZONA NON-PROFIT CORPORATION**

Article 1

Name: The Name of the Corporation is: Arizona Competition Corvettes.

Article 2

Purpose: The purpose for which the Corporation is organized is:

- a. To establish and sustain a social club based upon the ownership and interest in the Corvette automobile.
- b. To promote responsible, safe, and skillful driving;
- c. To promote the Corvette automobile through organized functions including competitive rallies and car shows, driving clinics, and similar activities.

Article 3

Character of Affairs: The character of affairs of the Corporation will be

- a. To establish classes and conditions of membership based upon the ownership and/or interest in the Corvette automobile;
- b. To collect dues and activity entry fees adequate to support Corporation activities;
- c. To conduct safe and responsible social events for its members without incurring debt;
- d. To support charitable organizations in the community to the extent that the membership determines is reasonable without incurring debt;
- e. To acquire such assets necessary to support Corporation activities without incurring debt;
- f. To do anything suitable and proper, to accomplish the purposes of the Corporation.

Article 4

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for actual services rendered and to make payments and distributions in furtherance of the purposes as set forth in Article II. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(7) of the United States Code Title 26 (or the corresponding provisions of any future United States Internal Revenue Law) or: (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code (or the corresponding provisions of any future United States Internal Revenue Law).

Article 5

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all its assets exclusively for the purposes of the Corporation in such a manner, or to such organizations organized exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(7) of the Internal Revenue Code of the United States Title 26 (or the corresponding provisions of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not disposed of shall be disposed of by the Superior Court of the county in which the principle office of the Corporation is then located, exclusively for such purposes or to such organizations, as said Court shall determine, which are organized and operated exclusively for such purpose.

Article 6

The incorporators, officers, Board of Directors, and members shall not be individually liable for the Corporation's debts or other liabilities and the private property of such incorporators, officers, directors, and members shall be exempt from any corporate debts or liabilities. The power of indemnification under the Arizona Revised statutes shall not be denied or limited by the Corporation's By-Laws.

Article 7

The initial Board of Directors shall consist of four directors. The names and addresses of the persons who are to serve as the directors until their successors are elected are:

President: Kim Kemper, 4601 East Dale Lane, Cave Creek AZ 85531

Vice-President: Barbara Shaw, 15225 East Orchid lane, Gilbert AZ 85296

Treasurer: Ted Brock, 515 East Carefree Hwy, #920, Phoenix AZ 85085

Governor: Dale McKeeman, 3021 East Cherry Hills Place, Chandler AZ 85249

The number of persons to serve on the Board of Directors thereafter shall be fixed by the By-Laws.

Article 8

The street address of the known place of business of the Corporation is:

19655 North 35th Place, Phoenix, AZ 95050.

Article 9

The name and address of the Statutory Agent of the Corporation is:

Paul Hamersly, 19655 North 35th Place, Phoenix AZ 85050.

Article 10

The names and address of the incorporators are:

Kim Kemper, 4601 East Dale Lane, Cave Creek AZ 85531

Ted Brock, 515 East Carefree Hwy, #920, Phoenix AZ 85085

Article 11

The Corporation will not practice discrimination on the basis of sex, age, race, national origin, religion, or physical handicap or disability.

Article 12

The Corporation will have members. A person who is interested in promoting the safe use and display of the Corvette automobile, and is willing to abide by these Articles of Incorporation and the By-Laws of this Corporation shall be eligible for membership in the Corporation.

Types of membership in the Corporation and the membership application process will be defined in the By-Laws.

Applicable dues, as established in the Standing Rules of the Corporation, must be paid at the time of membership application.

Members in good standing shall be any persons whose dues have been paid for the current year, hereinafter referred to as “members”.

Article 13

Proposed amendments to these Articles of Incorporation shall be in writing and signed by one-third of the members, and presented at a General meeting. The proposed amendment must then be provided to each Corporation director and member, and voted upon in its present form at the next business meeting. A vote of two-thirds of the quorum present is required for ratification. Any amendment so passed shall take effect immediately.