

AMENDED ARTICLES OF INCORPORATION  
OF  
YE OLDE CAR CLUB OF THE TRI-CITIES, A NON-PROFIT CORPORATION

The undersigned, acting as President, under the Washington Non-profit Corporation Act (Revised Code of Washington 24.03) hereby adopts and executes the following Amended Articles of Incorporation.

ARTICLE 1.

Name

The name of this corporation is YE OLDE CAR CLUB OF THE TRI-CITIES, A NON-PROFIT CORPORATION.

ARTICLE II

Duration

The period of duration of this corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this non-profit organization is being formed is to preserve and maintain motor vehicles of historical value, and to serve as an accurate and technical source of information concerning historical automobiles for the benefit of its members as well as the general public.

ARTICLE IV

Powers

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article **III** which are consistent with the Washington Non-Profit Corporation Act and Section 501(c)(7) of the Internal Revenue Code.

ARTICLE V

Influence Legislation

No substantial part of the activities of this corporation shall be devoted to attempting to influence legislation by propaganda, or otherwise, and the corporation shall not participate in, or intervene in (including the publication or distribution of statements with respect to) any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE VI  
Registered Agent Office

The name of the registered agent is David Hannah, and the address of the registered office of this nonprofit corporation is 3006 Bruce Lee Lane, Kennewick, WA 99338. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VII  
Board of Directors

The management of this corporation shall be vested in a Board of Directors. The number of directors, and the method of selecting directors shall be fixed by the Bylaws of this corporation, provided that the directors are eight (8) in number, and their names and addresses are:

Names	Address
David Hannah	3006 Bruce Lee Lane Kennewick, WA 99338
Robert Hill	31606 S. Gerards Road Kennewick, WA 99336
Bob Gough	347 Rachael Road Kennewick, WA 99338
James Ayers	7901 W. Clearwater Ave. #144 Kennewick, WA 99336
Phil Prather	811 S. Dawes Street Kennewick, WA 99336
Dick Johanson	1173 Bridle Drive Richland, WA 99352
Dave Donaldson	220305 E. Finley Road Kennewick, WA 99337
Willie Gould	40091N – 114 P.R. NW Benton City, WA 99320

The directors shall serve until the first organizational meeting of the Board of Directors and until their successors are appointed and qualified.

## ARTICLE VIII

### Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of this corporation, and members shall have the power to alter, amend, or repeal such Bylaws by a 60% majority vote of the Board of Directors.

## ARTICLE IX

### Limitations

This corporation shall have no capital stock, and no part in the net earnings of this corporation shall inure in whole, or in part, to the benefit of, or be distributable to, any officer, director, or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from federal income taxation under Sections 501(a) or 501(c)(3) or 501(c)(7) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III.

## ARTICLE X

### Transactions Involving Directors

1. No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is peculiarly, or otherwise interested in, or is a trustee, director, or officer of such other corporation.

2. Any director, individually, or any firm of which any trustee may be a member, may be a party to, or may be peculiarly, or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been known by the Board of Directors or a majority thereof.

## ARTICLE XI

### Distributions upon Dissolution

Upon any dissolution of this corporation under provisions of the laws of the State of Washington for nonprofit organizations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations selected by the Board of Directors which are qualified as exempt from taxation under the provisions of Sections 501(a), 501(c)(3), and 501(c)(7) of the Internal Revenue Code, or any successor statutes, and which further purposes set forth in Article III. In no event, shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE XII  
Private Foundation

If this corporation becomes a private foundation within the meaning of Section 509 of the Internal Revenue Code, as long as its private foundation status continues, the following provisions shall apply in the management of its affairs:

1. Each year, the corporation shall distribute the income of the corporation, for the purposes specified in Article III, at such time and in amounts at least sufficient to avoid liability for the tax imposed by Section 4942 of the Internal Revenue Code;

2. The corporation shall not engage in any act of "self-dealing" (as defined in Section 4941 (d) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4941 (a) of the Internal Revenue Code; and

3. The corporation shall not sell, exchange, distribute, or otherwise, dispose of any "excess business holdings" (as defined in Section 4945(c) of the Internal Revenue Code) which would give rise to any liability for the tax imposed by Section 4941(a) of the Code.

4. The corporation shall not make any investments which would jeopardize the carrying out of any of its exempt purposes (within meaning of Section 4944 of the Internal Revenue Code), and which would, therefore, give rise to any liability for the tax imposed by Section 4945(a) of the Internal Revenue Code.

ARTICLE XIII  
Amendments

This corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation by the affirmative vote of majority of sixty (60) percent of the Board of Directors.

ARTICLE XIV  
Members

This corporation shall have one or more classes of members as defined in the Bylaws.

\_\_\_\_\_  
Date

\_\_\_\_\_  
President

CONSENT TO SERVE AS REGISTERED AGENT

I, **Dave Hannah**, hereby consents to serve as Registered Agent, in the State of Washington, for the following corporation: **YE OLDE CAR CLUB OF THE TRI-CITIES, A NONPROFIT CORPORATION**. I understand that as agent for the corporation, it will be my responsibility to receive service of process in the name of the corporation; to forward all mail to the corporation; and to immediately notify the office of the Secretary of State in the event of my resignation, or of any changes in the registered office address of the corporation for which I am agent.

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Date

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Signature