

ARTICLES OF INCORPORATION
OF
DELTA MIATA CLUB

A California Nonprofit Social and Recreational Corporation

I. Name

The name of the corporation is DELTA MIATA CLUB.

II. Purpose

A. This corporation is a nonprofit social and recreational corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Social and Recreational Corporation Law IRC 501(c) (7).

B. The general purpose of the corporation is to organize and operate a car enthusiast club for educational, recreational and other nonprofit activities:

- (1) to further the operation, maintenance and ownership of the Mazda MX-5 "Miata" automobile including educational programs, driving tours, workshops, and the like;
- (2) to promote and demonstrate driving proficiency and safe driving habits in accordance with highway traffic and safety laws;
- (3) to be a social organization for the exchange experience, knowledge and camaraderie;
- (4) to engage in affairs of interest to the membership so long as these activities are not inconsistent with the Corporation's nonprofit tax exempt status;
- (5) to promote favorable relationships with the public and other car enthusiast clubs or organizations.

III. Organization

A. Initial Agent: The name and address in the State of California of this corporation's initial agent for service of process are:

Kathleen Updegraff
Vice President/Secretary
XXXXXXX
Clarksburg, California 95612

B. Principal Office: The Principal Office of the Club shall be located at the residence of its duly elected Secretary, or at the residence of his/her successor, or at such other place as may be designated by the Board of Directors.

C. Membership: The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Club's Bylaws. There will be no corporate memberships. The corporation shall not exclude individuals on the basis of race, religion, gender or sexual orientation

D. Directors:

- (1) The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Club's Bylaws.
- (2) The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

Tyrone Winn
President
XXXXXXXXX
Discovery Bay, CA. 94514

Kathleen Updegraff
Vice President/Secretary
XXXXXXXXX
Clarksburg, California 95612

Beth Easterling
Treasurer
XXXXXXXXX
El Sobrante, CA. 94803

Randy Ross
Membership/PR
XXXXXXXXX
Pleasanton, CA. 94566-5884

IV. Limitations

The Corporation shall conduct its activities at all times to conform to the requirements for tax exemption under Section 501(c) (7) of the U.S. Internal Revenue Code. Furthermore, the Corporation shall not conduct or participate in any political activities related to the election of any person to public office, nor shall it participate in any attempt to influence legislation.

The Corporation is not organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of any individual member.

Notwithstanding any other provisions of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) (7) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code.

Upon dissolution of the Corporation, assets shall be distributed for one or more of the exempt purposes within the meaning of Section 501(c) (7) of the U.S. Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for public purposes. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organizations as the court shall determine appropriate, but not inconsistent with the disposal of assets within the meaning of Section 501(c) (7) of the U.S. Internal Revenue Code. In the event of liquidation or dissolution, no member shall be entitled to any distribution or division of the Corporation's remaining property or its proceeds.

The Corporation shall not engage in any self-dealing as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not retain any excess business holdings as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not make any investments in such a manner as to subject it to tax under the Internal Revenue Code, or the corresponding section of any future federal tax code.

The Corporation shall not make any taxable expenditure as defined in the Internal Revenue Code, or the corresponding section of any future federal tax code.

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

V. Amendment of Articles

Amendments to these Articles may be proposed by a resolution adopted by the Board of Directors and presented to the Membership as set forth in the Bylaws.

EXECUTION

IN WITNESS WHEREOF, the undersigned, being the Board of Directors of the Delta Miata Club, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation on

Dated:

TYRONE WINN, President

KATHLEEN UPDEGRAFF, Vice President/Secretary

BETH EASTERLING, Treasurer

RANDEL ROSS, Membership/PR