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ENDORSED FILED

In the office of the Secretary of State

Of the State of California

AUG 23 1995

[Bill Jones' signature]

BILL Jones, Secretary of State

Articles of incorporation of the

AIRHEADS BEEMER CLUB, INC.

Article 1: The name of this Corporation is

AIRHEADS BEEMER CLUB, INC.

Article 2: This corporation is a non-profit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. More specifically, this corporation is to provide an organization for owners and/or co-owners of BMW motorcycles with Type 247 engines or their twin cylinder predecessors to forge new friendships with others sharing a common belief in the club canons, which are:

1. Airheads ride Beemers with air-cooled heads.
2. Airheads believe that the simplest engineering solutions are best.
3. Airheads appreciate function over form, fact over fiction, and friendship over friction.
4. Airheads regard money as a tool, not a status symbol.
5. Airheads are earthy people who like to camp.
6. Airheads maintain their own motorcycles.
7. Airheads don't take themselves, religion or life too seriously.
8. Airheads like to share time, knowledge, parts and camaraderie with other Airheads.

Article 3: The name and address in the State of California of the corporations initial agent for service of process is:

Alden Watson
11777 Bernardo Plaza Court, Suite 200
San Diego, CA 92128.

Article 4: (a) This corporation is organized and operated exclusively for social and recreational purposes for its members within the meaning of Section 501 (c)(7) of the Internal Revenue Code.

(b) 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 Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, except as authorized by IRC 501 (h) and IRC 4911, et seq.

(d) The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income and assets of the organization shall ever inure to the benefit of any private person.

(e) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under section 501 (c)(7) of the Internal Revenue Code.

Article 5: The incorporator of this corporation is B. Jan Hofman, PO. Box 178913, San Diego. CA. 92177.

Article 6: There shall be five directors of this corporation. They must reside in the regions they are to represent. The regions for each seat are:

Region/Seat 1: Arizona, California, Hawaii, Nevada, Utah, Mexico, Pacific Islands, Australia.

Region/Seat 2: Alaska, Colorado, Idaho, Kansas, Montana, Nebraska, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Washington, Wyoming and Asia. [see amendments]

Region/Seat 3: Illinois, Iowa, Indiana, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin, and Canada.

Region/Seat 4: Connecticut, Delaware, District of Columbia, Maine, Maryland, New Hampshire, New Jersey, New York, Pennsylvania, Vermont, Virginia, West Virginia, Europe and Africa. [see amendments]

Region/Seat 5: Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Caribbean, Central and South America (except Mexico) and any other place not mentioned previously. [see amendments]

The initial Directors shall be appointed by the incorporator. They shall serve until replaced in accordance with the bylaws.

Article 7: These articles may be amended by the vote of four Directors and 80% of the Airmarshals voting.

Dated [Aug 23/95, handwritten]

By [B. Jan Hofman's signature]
B Jan Hoffman, Incorporator
Airheads Beemer Club, Inc

[attachment]
PROPOSED REGIONS
[map]

Regions 2 – 5 have 2 or 3 times the number of states Region 1 has. This should offset the fact that Region 1 has twice the members of any other Region. The growth of the ABC has been proportional in all of these regions.

Amendments to the Articles of Incorporation of the AIRHEADS BEEMER CLUB, INC.

Articles Amendment 1:

Four States were omitted in the Articles of Incorporation. They are to be added as follows:

- New Mexico to Region 2
- Rhode Island to Region 4
- Louisiana to Region 5
- Massachusetts to Region 4

Amendment effective date: April 1997

Articles Amendment 2:

Article 6 is amended to remove Virginia from Region 4 and add it to Region 5.

Effective date: 30 June 2000.

Bylaws of the AIRHEADS BEEMER CLUB, INC..

1. The AIRHEADS BEEMER CLUB, INC. shall be governed by a Board of Directors who shall exercise all powers of a board of a California Nonprofit Mutual Benefit Corporation.
2. The Board shall consist of five Directors residing in the five regions described in the Articles of Incorporation of the Airheads Beemer Club, Inc. The Initial Board shall be appointed by the Incorporator. Directors shall serve until successors are appointed or elected. Directors shall serve without salary.

3. Directors shall be elected by a majority vote of all Airmarshals. A Director or candidate running for Directorship must be an Airmarshal. Candidates (or Directors for reelection, if apposed) must submit a 300 word or less position statement and Bio by 1 April in odd years. Elections will be completed by 31 May in odd years only, unless a Director resigns or is removed for cause. Directors after the year 2014 may not serve more than three consecutive terms. [see amendments]
4. The Board shall select one of its members to be Chairman. He or she shall call meetings of the Board by providing reasonable notice to Board members. He shall be responsible to prepare and promptly circulate minutes of the meetings. He may perform such other duties as are defined by the Board or in these Bylaws. The Board may select such other officers, employees or agents as it deems useful for carrying out the activities of the club. All officers, agents, Airmarshals, or members may be dismissed with, or without, cause by the Board at a meeting called for that purpose. A quorum of the Board shall be three Directors. Meetings may be held telephonically. Action may be taken without a meeting if all Board members individually and collectively consent in writing. Meetings may also be held via electronic communications.
5. The Board of Directors shall assure that a review of Club finances will be performed annually by a disinterested outside professional entity. All expenditures of the Club shall be paid by a check requiring two signatures drawn on an account maintained by the Treasurer. The signatures should be those of the Treasurer appointed by the Board, and another person appointed by the Board.
6. Any amendment to these Bylaws must be approved by a vote of 2/3 of the Board and Airmarshals.
7. Airmarshals are individuals who have performed, or agree to perform, special services for the club. Each state, country or continent specifically mentioned in Article 5 of the Articles may have an Airmarshal. Any member of the Club who desires to be elected as an Airmarshal may declare his candidacy by delivering a position statement to the Chairman of the Board prior to September 1 of any year. The Chairman shall give the present Airmarshal a chance to prepare his own position statement. Both candidates shall have access to the addresses of Airheads in their district. The Chairman shall then mail the position statements to Airheads in the district where the candidate resides, and set a deadline for the return of ballots which shall be in October of the same year. Airmarshals may also be selected to fill vacant positions by a majority vote of the Board.
8. The club, its logo, its membership roster, and its newsletter shall not be used in any fashion to further any individual's business or political aspirations.

Amendments to the Bylaws of the AIRHEADS BEEMER CLUB, INC.

Bylaws Amendment 1: Bylaw 3 is amended to read:

"Directors shall be elected by a majority vote of all Airmarshals. A Director or candidate running for Directorship must be an Airmarshal. Candidates (or Directors for reelection, if apposed) must submit a 300 word or less position statement and Bio by 1 April in odd years. Elections will be completed by 31 May in odd years only, unless a Director resigns or is removed for cause. Directors after the year 2000 may not serve more than two consecutive terms."

Effective date: 30 June 2000. [see Bylaw Amendment 2]

Bylaws Amendment 2: Bylaw 3 is amended to read:

"Directors shall be elected by a majority vote of all Airmarshals. A Director or candidate running for Directorship must be an Airmarshal. Candidates (or Directors for reelection, if apposed) must submit a 300 word or less position statement and Bio by 1 April in odd years. Elections will be completed by 31 May in odd years only, unless a Director resigns or is removed for cause. Directors after the year 2014 may not serve more than three consecutive terms."

Effective date: 30 June 2014.

Bylaws Amendment 3: Bylaw 4 is amended to read:

"The Board shall select one of its members to be Chairman. He or she shall call meetings of the Board by providing reasonable notice to Board members. He shall be responsible to prepare and promptly circulate minutes of the meetings. He may perform such other duties as are defined by the Board or in these Bylaws. The Board may select such other officers, employees or agents as it deems useful for carrying out the activities of the club. All officers, agents, Airmarshals, or members may be dismissed with, or without, cause by the Board at a meeting called for that purpose. A quorum of the Board shall be three Directors. Meetings may be held telephonically. Action may be taken without a meeting if all Board members individually and collectively consent in writing. Meetings may also be held via electronic communications."

Effective date: 30 June 2014.
