

DEC 13 1 37 PM '89

APPROVED: *James Lee*
DATE: 12/14/89
TERM: _____
DATE: _____

136854-6

RESTATED
ARTICLES OF INCORPORATION

OF

GOLD WING ROAD RIDERS ASSOCIATION, INC.

KNOW ALL MEN BY THESE PRESENTS:

These Restated Articles of Incorporation correctly set forth, without change, the provisions of the Articles of Incorporation as amended and these Restated Articles of Incorporation supersede the original Articles of Incorporation and all amendments to the original Articles of Incorporation.

ARTICLE I

NAME

The name of the corporation shall be:

GOLD WING ROAD RIDERS ASSOCIATION, INC.

and its principal place of business shall be in the County of Maricopa, State of Arizona, but it may have branch offices and do business and its Board of Directors may meet for the transaction of business at such other places within or without the State of Arizona as the Directors may from time to time designate.

ARTICLE II

PURPOSE

This corporation is organized exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1954, as amended.

ARTICLE III

INITIAL BUSINESS

The character of business that the corporation initially intends to conduct in this State is to operate as an

educational and social organization dedicated to promoting motorcycle safety and awareness to its members and the general public.

ARTICLE IV

MEMBERSHIP

A. No stock or other evidence of ownership or interest shall be issued by this corporation and no pecuniary profit shall be paid to its members.

B. The classes of membership and the qualifications for membership and other rights and privileges of each class of membership, the liability of each and all classes as to dues or assessments, and the method of collection thereof, shall be set forth in the Bylaws of this corporation. Membership in this corporation is nontransferable.

ARTICLE V

OPERATION

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 a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in ARTICLE II. Notwithstanding any other provision 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)(3) or 501(c)(4) of the Internal Revenue Code of 1954, as amended (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

LIQUIDATION

In the event of liquidation, dissolution or termination of the corporation, for any reason, the Board of Directors shall, after paying or making provision for the payment of all the creditors of the corporation, dispose of all of its assets, exclusively for the purposes of the corporation, or to such organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(4) of the Internal Revenue Code of 1954, as

amended (or the corresponding provision 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 State of Arizona, County of Maricopa, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VII

BOARD OF DIRECTORS AND OFFICERS

The business and affairs of the corporation shall be managed by the Board of Directors and the following officers, all of whom (except for the President, Secretary and Treasurer who shall be elected by the Board of Directors) shall be appointed by and serve at the pleasure of the Chairman of the Board of Directors and Chief Executive Officer:

- Chairman of the Board and Chief Executive Officer
- Vice Chairman of the Board
- President
- Vice President/Executive Director
- Secretary
- Treasurer
- Such other officers as may be deemed necessary by the Chairman of the Board and Chief Executive Officer

The above specified officers shall be appointed/elected, as appropriate, annually at the annual meeting of directors.

The Board of Directors shall consist of at least three (3) directors, each of whom shall be appointed by the Chairman of the Board and Chief Executive Officer and shall serve until the next annual meeting of the Board of Directors following his or her appointment, or until his or her successors are appointed, unless sooner removed by resignation, death or by act of the Chairman of the Board and Chief Executive Officer.

The names and addresses of the persons who shall serve as directors until the next annual meeting of directors or until their successors are appointed are:

Paul G. Hildebrand	5533 W. Christy Drive Glendale, Arizona 85304
Shirley D. Stephens	2342 N. 58th Lane Phoenix, Arizona 85035

Dennis Cathie	17410 N. 40th Place Phoenix, Arizona 85032
Charles Ainsworth	2108 E. Geneva Tempe, Arizona 85282
Hank Markiewicz	501 E. Caribbean Lane Phoenix, Arizona 85022
James Manney	1004 E. Marlette Phoenix, Arizona 85014
Charles Westphal	1255 Suncrest Corona, California 91720
Kathleen Burden	3818 N. 33rd Place Phoenix, Arizona 85018
Richard B. Sanders	3030 N. Third Street - #1300 Phoenix, Arizona 85012
Ken Davis	3035 W. Thomas Road Phoenix, Arizona 85017
Neal DuShane	10729 Cinnabar Avenue Sun City, Arizona 85351
Edward Price	2529 W. Cactus Road - #3048 Phoenix, Arizona 85029
Joan Howard	2659 W. Hearn Road Phoenix, Arizona 85023
Maureen Rainbolt	49 E. Thomas Road - #104 Phoenix, Arizona 85012

ARTICLE VIII

STATUTORY AGENT

The name and address of the corporation's statutory agent is Richard B. Sanders, Esq., 3030 N. Third Street - Suite 1300, Phoenix, Arizona 85012.

ARTICLE IX

The names and addresses of the original incorporators are:

Paul G. Hildebrand

5533 W. Christy Drive
Glendale, Arizona 85304

Shirley D. Stephens
(formerly known
as Hildebrand)

2342 N. 58th Lane
Phoenix, ARIZONA 85035

ARTICLE X

AMENDMENT

These Restated Articles of Incorporation may be amended by the Board of Directors.

ARTICLE XI

INDEMNIFICATION

Subject to the further provisions hereof, the corporation shall indemnify any and all of its existing and former directors and officers against all expenses incurred by them and each of them, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise, which may arise or be incurred, rendered or levied in any legal action brought or threatened against any of them for or on account of any action or omission alleged to have been committed while participating in an activity which had been authorized expressly or impliedly by the Board of Directors or Chairman of the Board and Chief Executive Officer, whether or not any action is or has been filed against them and whether or not any settlement or compromise is approved by a court. Indemnification shall be made by the corporation whether the legal action brought or threatened is by or in the right of the corporation or by any other person. Whenever any existing or former director or officer shall report to the President of the corporation or the Chairman of the Board of Directors and Chief Executive Officer that he has incurred or may incur expenses, including but not limited to legal fees, judgments, penalties and amounts paid in settlement or compromise in a legal action brought or threatened against him or on account of any action or omission alleged to have been committed by him while participating in an activity which had been authorized expressly or impliedly by the Board of Directors or Chairman of the Board and Chief Executive Officer, the Board of Directors shall, at its next regular or at a special meeting held within a reasonable time thereafter, determine in good faith whether, in regard to the matter involved in the action or contemplated action, such person acted, failed to act or refused to act willfully or with gross negligence or with fraudulent or criminal intent. If the Board of Directors determines in good faith that such person did

not act, failed to act or refused to act willfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action or contemplated action, indemnification shall be mandatory and shall be automatically extended as specified herein; provided, however, that no such indemnification shall be available for: (1) any breach of a director's or officer's duty of loyalty to the corporation or its members; (2) acts or omissions which are not in good faith or which involve intentional misconduct or a knowing violation of law; (3) any transaction from which the director or officer derived an improper personal benefit; (4) a violation of Arizona Revised Statutes, §10-1025; and (5) a violation of Arizona Revised Statutes, §10-1097. Provided further, that the corporation shall have the right to refuse indemnification in any instance in which the person to whom indemnification would otherwise have been applicable shall have unreasonably refused to permit the corporation, at its own expense and through counsel of its own choosing, to defend him in the action.

These Restated Articles of Incorporation were adopted by the Board of Directors of the corporation at a Special Meeting of the Board of Directors called for that purpose and held on the 1 day of December, 1989.

IN WITNESS WHEREOF, we have hereunto executed this instrument this 11TH day of December, 1989.

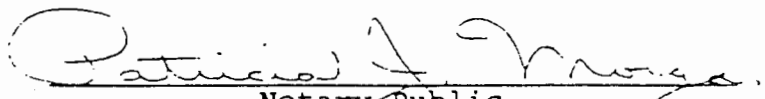
Paul G. Hildebrand
Paul G. Hildebrand
Chairman of the Board of Directors
and Chief Executive Officer

Shirley D. Stephens
Shirley D. Stephens
Vice Chairman of the Board of
Directors

STATE OF ARIZONA)
) ss.
County of Maricopa)

On this 11th day of December, 1989,
before me, the undersigned Notary Public, personally appeared
PAUL G. HILDEBRAND and SHIRLEY D. STEPHENS, known to me to be the
persons whose names are subscribed to these Articles of
Incorporation, and acknowledged that they executed the same for
the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and
official seal.



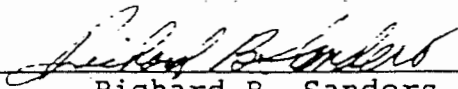
Notary Public

My Commission Expires:

5-2-93

ACCEPTANCE OF APPOINTMENT BY STATUTORY AGENT

Pursuant to the provisions of Section 10-055, Arizona Revised Statutes, the undersigned hereby acknowledges and accepts the appointment as statutory agent of the above-named corporation effective this 11th day of December, 1989.


Richard B. Sanders
3030 N. Third Street - #1300
Phoenix, Arizona 85013