



STATE of WASHINGTON SECRETARY of STATE

I, **Ralph Munro**, Secretary of State of the State of Washington and custodian of its seal, hereby issue this

CERTIFICATE OF INCORPORATION

to

PACIFIC NORTHWEST REGION, CLASSIC CAR CLUB OF AMERICA

a Washington non-profit corporation. Articles of Incorporation were
filed for record in this office on the date indicated below.

Corporation Number: 2-342354-4

Date: March 20, 1984

Given under my hand and the seal of the State
of Washington, at Olympia, the State Capitol.

Ralph Munro, Secretary of State

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SECRETARY OF STATE
STATE OF WASHINGTON

ARTICLES OF INCORPORATION

OF

PACIFIC NORTHWEST REGION, CLASSIC CAR CLUB OF AMERICA

A Corporation Organized Under the Washington Nonprofit
Corporation Act, RCW 24.03

ARTICLE I

Name

The name of the corporation shall be Pacific Northwest Region, Classic Car Club of America.

ARTICLE II

Duration

The period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes of the corporation are to develop, publish and interchange technical, historical and other information for and among members and other persons who own or are interested in fine or unusual foreign or domestic motor cars built, in the main, between and including the years 1925 and 1948, and distinguished for their respective fine design, high engineering standards and superior workmanship; and to promote social intercourse and fellowship among its members; and to maintain reference upon and encourage the maintenance and preservation of all such classic cars; and to further the ideas and ideals of the National Club in the local area; and to provide regional activities for the national members in this area.

ARTICLE IV

Registered Office and Registered Agent

The address of the registered office of the corporation shall be c/o Pacific Trail, Inc., 1310 Mercer Street, Seattle, Washington 98109, and the name of the registered agent of the corporation at such address shall be Glenn Mounger.

ARTICLE V

Directors

The corporation shall have at least five (5) directors, the actual number to be as prescribed in the Bylaws. The number of directors may be increased or decreased from time to time by

tive successors are elected and qualify. The term of office shall be three years with terms of one third of the directors expiring each year, unless removal shall occur in accordance with the provisions of the Bylaws.


ARTICLE VI
Dissolution

In the case of dissolution the net assets of the corporation are to be distributed in accordance with the procedure set forth in the Washington Nonprofit Corporation Act, RCW 24.03, as now in effect or hereafter amended, only to a recipient or recipients to be selected by the Board of Directors that would qualify for an exemption as an organization described in Section 501(c) of the Internal Revenue Code of 1954, as amended, or a successor statute.

ARTICLE VII
Incorporator

The name and post office address of the incorporator is as follows:

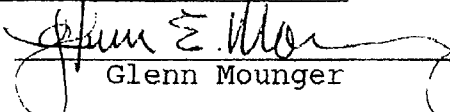
Glenn Mounger
c/o Pacific Trail, Inc.
1310 Mercer St.
Seattle, WA 98109


Glenn Mounger - Incorporator

CONSENT TO APPOINTMENT AS REGISTERED AGENT

The undersigned does hereby consent to serve as registered agent for PACIFIC NORTHWEST REGION, CLASSIC CAR CLUB OF AMERICA.

DATED this 7th day of April, 1984.


Glenn Mounger
c/o Pacific Trail, Inc.
1310 Mercer St.
Seattle, WA 98109

Address of Registered Agent

RBH/10

amendment of the Bylaws, but no decrease shall have the effect of shortening the term of any incumbent director. The initial Board of Directors shall consist of nine (9) directors.

		<u>Business Address</u>
Director:	Glenn Mounger 12735 Manzanita Rd. N.E. Bainbridge Is., WA 98110	Glenn Mounger c/o Pacific Trail, Inc 1310 Mercer St. Seattle, WA 98109 (206) 622-7630
Assistant Director:	Bill Mote 4116 S.W. Walker Seattle, WA 98116	
Secretary:	Ted Barber 2306 Franklin E. Seattle, WA 98102	
Treasurer:	R. A. LeCoque 11239 - 28th S.W. Seattle, WA 98146	
Managers:	(1) J. Martin Anderson 24646 - 164th N.E. Kent, WA 98031 (2) Craig Christy 9632 S. 216th Kent, WA 98031 (3) R.E. LeCoque 11239 - 28th S.W. Seattle, WA 98146 (4) Jerry McAuliffe 11812 - 108th N.E. Seattle, WA 98109 (5) Warren McPherson 1233 - 7th West Seattle, WA 98119	

The term of the first directors shall be as follows: one third of the total number serving shall serve until the first annual meeting of the members of the corporation and until their successors are elected and qualify; one third shall so serve until the second annual meeting of members; and one third shall so serve until the third annual meeting of members, and until their respec-

BYLAWS
OF
PACIFIC NORTHWEST REGION, CLASSIC CAR CLUB OF AMERICA
(A non-profit corporation incorporated under the
Washington Non-Profit Corporation Act, RCW 24.03)
(as amended in 1993)

PART 1

Membership

1.1 Members. Active membership shall be open to any person who shall be in sympathy with the interests and purposes of the Corporation, who shall be a member of the National Club, and who shall tender the dues as set from time to time by the Board of Managers. The Board of Managers or its delegated agent or agents shall approve or disapprove applications for membership.

1.2 Dues. Annual dues of members shall be determined by the Board of Managers. Such dues are payable on the first (1st) day of November of each year. Any active member who has failed to pay his or her annual dues within sixty (60) days after they become due, shall cease to be a member. Such person may, however, be reinstated to membership in accordance with the method of application and selection of new members set forth in these Bylaws.

1.3 Voting Rights. Each member shall be entitled to one vote upon each matter coming before the meeting of the membership, which vote may be exercised either in person or by written proxy.

1.4 Expulsion. In addition to expulsion for non-payment of dues as provided in Section 1.2 above, any member may be expelled and his membership terminated for conduct which the Board of Managers shall determine to have disturbed the order, dignity, business or harmony of the Club, or to have impaired its good name, good will or prosperity, or to have violated these Bylaws or any rules or regulations of the Club which are in force at the time of the alleged infraction,

as adopted by the Board of Managers. Such expulsion shall be by a two-thirds (2/3) vote of the members of the Board of Managers present at a meeting thereof duly called and held; provided, however, that the Board at a prior meeting thereof shall first have voted to institute expulsion proceedings and that thereafter a statement of the charges shall have been mailed by registered or certified mail to the accused member, directed to his last recorded address, at least sixty (60) days before final action is taken thereon. This statement shall be accompanied by a notice of the time when and place where the Board is to take action on such charges, and such notice shall state that the accused member will have an opportunity to present a defense at the time and place designated in such notice. The decision of the Board shall be final and conclusive.

All rights and privileges of an expelled member shall terminate immediately upon expulsion.

1.5 Reinstated of Expelled Member. No member expelled from the Club may be readmitted to the Club as a member until at least one (1) year has elapsed from the date of his expulsion and unless his application for readmission is approved by a two-thirds (2/3) vote of the members of the Board of Managers present at a duly constituted meeting thereof, and provided notice that reinstatement of a member is to be considered is included in the notice of said meeting to all managers.

PART 2

Membership Meetings

2.1 Annual Meeting. The annual meeting of the members of the Corporation for the election of managers and for the transaction of such other business as may properly come before the meeting, shall be held during November of each year and at such time and place as designated by the Board of Managers. The annual Board of Managers meeting shall also be held in conjunction with the annual membership meeting for the election of officers.

2.2 Special Meetings. Special meetings of the members for any purpose or purposes may be called at any time by the Director or the Board of Managers, to be held at such time and place as the Director or the Board of Managers may prescribe.

2.3 Special Meetings Called by Members. Upon the request of the members holding in the aggregate one-tenth

(1/10) of the voting power of all members, it shall be the duty of the Secretary to call a special meeting of the members to be held at such place and at such time as the Secretary may fix, not less than ten (10) nor more than thirty-five (35) days after the receipt of said request, and if said Secretary shall neglect or refuse to issue such call, those making the request may do so.

2.4 Notice of Meetings. Written notice of the place, day and hour of the annual membership meeting and written notice of the day, place, hour and purpose or purposes of special membership meetings shall be delivered not less than ten (10) nor more than fifty (50) days before the date of the meeting, either personally or by mail, by or at the direction of the Director, the Secretary or the officer or persons calling the meeting, to each Member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail addressed to the Member at his address as it appears on the records of the Corporation, with postage thereon prepaid.

2.5 Waiver of Notice. Except where expressly prohibited by law or the Articles of Incorporation, notice of the day, place, hour and purpose or purposes of any membership meeting may be waived in writing by any Member at any time, either before or after the meeting, and attendance at the meeting in person or by proxy shall constitute a waiver of such notice of the meeting unless prior to or upon commencement of such meeting such person in attendance asserts that proper notice was not given.

2.6 List of Members. At least ten (10) days before a membership meeting, the Secretary of the Corporation shall compile a complete list of the members entitled to vote at any meeting or adjournment thereof, arranged in alphabetical order, with the address of each Member and the number of memberships held by each Member. Such list shall be open for examination by any Member during usual business hours at the registered office of the Corporation for a period of at least ten (10) days prior to any such meeting. Such list shall also be produced and kept open for examination at the time and place and during the course of any such meeting.

2.7 Quorum. Twenty-five percent (25%) of the voting power of the members, present in person or by proxy, shall constitute a forum of members for the transaction of business and the vote of a majority of the votes entitled to be cast by the members present or represented by proxy at a meeting at which there is a quorum, shall be the act of the Corporation,

except as otherwise provided herein, by law or by the Articles of Incorporation. The members present at a duly organized meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

2.8 Adjourned Meetings. Whether for failure to obtain a quorum or otherwise, an adjournment or adjournments of any membership meeting may be taken to such time and place as the majority of those present may determine without any other notice than announcement at such meeting being given. Any meeting at which managers are to be elected shall be adjourned only from day to day until such managers are elected, and in the case of any meeting which is adjourned because of the failure of a quorum to attend, those who attend the second of such adjourned meetings, although less than a quorum, shall nevertheless constitute a quorum.

2.9 Proxies. The holder of any proxy for a Member shall present evidence of his appointment by an instrument in writing signed by the Member or by his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution. Revocation of a Member's proxy shall not be effective until written notice thereof has actually been received by the secretary of the Corporation.

2.10 Balloting by Mail. The election of managers may be held by mail. Ballots shall be sent to the membership forty-five (45) days prior to the annual meeting. Ballots shall be counted three (3) days prior to the annual meeting by the Secretary and the Director, who shall announce the results at the annual meeting of the membership.

PART 3

Powers

The Corporation shall have the following powers which shall be exercised by the Board of Managers and its officers:

3.1 To make contracts and incur liabilities and to engage legal counsel, accountants, employees and agents. To engage in transactions necessary for the conduct of the Corporation's affairs except that all expenditures in excess of \$1,000.00 shall require specific approval by the Board of Managers.

3.2 To invest and reinvest its funds in liquid accounts.

3.3 To conduct its affairs, carry on its operations, and exercise the powers granted by law in any state or province of Canada defined as its region.

3.4 To make and alter Bylaws, not inconsistent with its Articles of Incorporation, the laws of the State of Washington, or the Bylaws of Classic Car Club of America, Inc., and its Handbook for Regions, for the administration and regulation of the affairs of the Corporation.

3.5 Unless otherwise provided in the Articles of Incorporation, to make donations for the public welfare or for charitable, scientific or educational purposes.

3.6 To cease its corporate activities and surrender its corporate franchise.

3.7 To have and exercise all powers necessary or convenient to effect any or all of the purposes for which the Corporation is organized.

PART 4

Board of Managers

4.1 Number and Qualification. The business affairs and property of the Club shall be managed by a Board of Managers consisting of twelve (12) persons, including the Director, Secretary and Treasurer, all of whom shall be members. The Board of Managers, by amendment of these Bylaws, may increase or decrease the number of managers, provided that no decrease in number shall have the effect of shortening the term of any incumbent manager, or reducing the number of managers to less than five (5).

4.2 Election--Term of Office. One-third (1/3) of the managers shall be elected by the members at each annual membership meeting, to hold office for a three (3) year term and until their respective successors are elected and qualified unless removed in accordance with these Bylaws or the laws of the State of Washington. In the event of failure to elect managers at any annual membership meeting, or in the event of failure to hold any annual membership meeting as provided by these Bylaws, managers may be elected at a special meeting of the membership called for that purpose.

4.3 Vacancies. Except as otherwise provided by law, vacancies in the Board of Managers, whether caused by resignation, death, retirement, disqualification, removal or

otherwise, may be filled by a majority of the remaining managers attending any meeting of the Board of Managers, even though less than a quorum is present. A manager thus elected to fill any vacancy shall hold office for the unexpired term of his predecessor and until his successor is elected and qualified at the next annual meeting of the Corporation..

4.4 Quorum and Voting. At any meeting of the Board of Managers, the presence in person of a majority of the managers shall constitute a quorum for the transaction of business. If a quorum is present, the act of a majority of the managers present at such meeting shall be the act of the Board of Managers and of this Corporation except as may be otherwise specifically provided by statute, by the Articles of Incorporation, or by these Bylaws. The managers present at a duly convened meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough managers to leave less than a quorum. Abstention from voting on a motion by a manager present at a meeting at which there is a quorum shall be counted as a vote against the motion.

4.5 Annual Meeting. The meeting of the Board of Managers held at the annual membership meeting shall be known as the annual meeting thereof. Such managers' meeting shall be held immediately after or in conjunction with the annual membership meeting or immediately after any special membership meeting at which members of the Board of Managers are elected. Said meeting shall be held at the same place as such membership meeting unless some other place shall be specified by resolution of the members.

4.6 Regular Meetings. Regular meetings of the Board of Managers shall be held at such place, day and hour as shall from time to time be fixed by resolution of the Board.

4.7 Special Meetings. Special meetings of the Board of Managers may be held at any place at any time whenever called by the Director, or any two or more managers.

4.8 Notice of Meetings. No notice of the annual meeting of the Board of Managers shall be required. Notice of the time and place of all meetings of the Board of Managers other than the annual meetings shall be given by the Secretary, or by the person calling the meeting, by mail, fax, or by personal communication over the telephone or otherwise, at least two (2) days prior to the day upon which the meeting is to be held. However, no notice of any regular meeting need be given, if the time and place thereof shall have been fixed by resolution of the Board of Managers and a copy of such

resolution mailed to every manager at least three (3) days before the first meeting held pursuant thereto. Notice of any meeting of the Board of Managers may be waived in writing by any manager at any time, either before or after such meeting, and attendance at such meeting in person shall constitute a waiver of notice of the time, day, place and purpose of such meeting except where a manager attends for the express purpose of objecting to the transaction of any business because the meeting was not lawfully convened.

4.9 Managers' Action Without a Meeting. The Board of Managers may take any action which it could properly take at a meeting without such a meeting if a consent in writing setting forth the action so taken shall be signed by all the managers. Such consent shall have the same effect as a unanimous vote.

4.10 Compensation. Managers as such shall receive no compensation for their services as Managers, except that they may be reimbursed for actual expenses incurred because of their position.

PART 5

Officers

5.1 Officers Enumerated--Election; Powers. The officers of the Corporation shall be a Director, Assistant Director, Secretary, Treasurer and Editor, and such other officers as the Board of Managers may designate, all of whom shall be elected by the Board of Managers at each annual meeting of managers, to hold office until the next annual meeting of managers, if not removed earlier by a vote of the managers. The officers shall have the powers described in this Part 5 but shall at all times be subject to the authority and direction of the Board. Any two or more offices may be held by the same person, except the offices of Director and Secretary.

5.2 Qualifications. Officers of the Corporation must be managers, except as provided in Section 4.3 above.

5.3 The Director. He shall exercise the usual executive powers pertaining to the office of the Director. He shall preside at meetings of the Board of Managers and of the membership and perform such other duties as the Board of Managers may from time to time designate.

5.4 The Assistant Director. The Assistant Director shall act as Director in the absence or disability of the

Director and shall perform such other duties as the Board of Managers may from time to time designate.

5.5 The Secretary. The Secretary, personally or with the assistance of others, shall keep records of the proceedings of the managers, committees and members, attest all deeds, bonds, contracts and other obligations or instruments in the name of the Corporation; keep the corporate seal, if any, and affix the same to proper documents; and perform such other duties as the Board of Managers may from time to time designate.

5.6 The Treasurer. The Treasurer shall have the care and custody, and be responsible for, all funds and securities of the Corporation, and shall cause to be kept regular books of account. He shall cause to be deposited all funds and other valuable effects in the name of the Corporation in such depositories as may be designated by the Board of Managers. In general, he shall perform all of the duties incident to the office of Treasurer, and such other duties as from time to time may be assigned to him by the Board of Managers. When the Corporation conducts activities or functions where members other than the Treasurer collect or expend corporate funds, then, in that event, such member(s) responsible for such activity or function shall provide to the Treasurer a full accounting of the funds received or expended, within a reasonable time following such activity or function for the Treasurer's audit. The Treasurer shall then submit his report to the Board of Managers at the next scheduled meeting of said managers.

5.7 Editor. The Editor shall be responsible for the production of the Corporation's publication, The Bumper Guardian. The Editor need not be a member of the Board of Managers.

5.8 Vacancies. Vacancies in any office arising from any cause may be filled by the Board of Managers at any regular or special meeting. In the event of the resignation of an officer in mid-term, the Board may elect an officer pro tem, who need not be a manager. Said officer shall stand at the next regular election of managers.

5.9 Compensation. Compensation, if any, for all officers and agents of the Corporation shall be fixed by the Board of Managers.

PART 6

Books, Records and Reports

6.1 Records of Meetings and Membership Registers. The Corporation shall keep current and complete records of all proceedings of the Board of Managers and the membership and shall keep at its registered office or principal place of business a record of its membership, giving the names and addresses of all members.

6.2 Copies of Resolutions. Any person dealing with the Corporation may rely upon a copy of any of the records of the proceedings, resolutions, or votes of the Board of Managers or members, when certified by the Director or Secretary.

6.3 Books of Account. The Corporation shall keep appropriate and complete books of account.

6.4 Examination of Records. Upon presenting a written demand requesting examination and providing a detailed statement of the purpose of such examination, any member of record shall have the right to examine for any proper purpose, in person or by his attorney or agent, during usual business hours, the Corporation's list of its members, records of accounts and minutes of membership meetings, and make extracts therefrom, subject to a reasonable charge for the expense incurred by the Corporation in connection with said examination.

PART 7

Fiscal Year

The fiscal year of the Corporation shall be November 1 to October 31.

PART 8

Corporate Seal

The corporate seal of the Corporation, if any, shall be in such form as the Board of Managers may approve from time to time.

PART 9

Miscellaneous

9.1 Loans. No loans shall be made by the Corporation

to any member, any other individual or entity.

9.2 Rules of Order. The rules contained in the most recent edition of Robert's Rules of Order, Revised, shall govern all meetings of members, managers and committees, where those rules are not inconsistent with the Articles of Incorporation, Bylaws or special rules of order of the Corporation.

9.3 Amendment. These Bylaws may be altered, amended or repealed by a two-thirds (2/3) vote of the Board of Managers.

PART 10

Indemnification of Managers and Officers

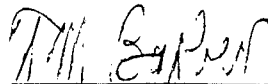
The Corporation shall indemnify any manager or officer or former manager or officer of the Corporation, or any person who may have served at its request as a manager or officer of another corporation, whether for profit or not for profit, against expenses actually and necessarily incurred by him in connection with the defense of any action, suit or proceeding in which he is made a party by reason of being or having been such manager or officer, except in relation to matters as to which he shall be adjudged in such action, suit or proceeding to be liable for negligence or misconduct in the performance of duty.

PART 11

Definitions

When used in connection with the business of the Corporation, the term "Director" may be used interchangeably with and shall be synonymous with "President"; and the term "Assistant Director" may be used interchangeably with and shall be synonymous with "Vice President"; and the terms "Manager" and "Board of Managers" may be used interchangeably with and shall be synonymous with "director" and "Board of Directors," respectively.

DATED this 30th day of November, 1993.



THEODORE BARBER
Secretary

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Bylaws - 10
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jm/rs