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73978

RESTATED ARTICLES OF INCORPORATION

OF

CEDAR RAPIDS CORVETTE CLUB

TO THE SECRETARY OF STATE
OF THE STATE OF IOWA:

These Restated Articles of Incorporation: a) correctly set forth the provisions of the Articles of Incorporation, as amended; b) have been duly adopted as required by Iowa law, per Chapter 504; and c) supersede the original Articles of Incorporation of this corporation. See "Adoption of Restated Articles of Incorporation" at the end of these Articles, for Board of Directors and Membership ratification.

ARTICLE I

Name

1.1 The name of the corporation shall be "CEDAR RAPIDS CORVETTE CLUB".

ARTICLE II

Purpose

2.1. The purposes for which this corporation are formed are:
(a) To provide a resource for good fellowship and exchange of information and experience among owners and enthusiasts of the Corvette automobile.
(b) To furnish members with information and advice pertaining to the Corvette.
(c) To supply members with local, national and international Corvette news, and other automotive news of interest.

ARTICLE III

Powers

3.1. This corporation shall have all rights, powers, and privileges now or hereafter conferred by the laws of the State of Iowa upon nonprofit corporations organized under this act.

ARTICLE IV

Membership

4.1. This corporation shall have members. Requirements, qualifications and dues for membership are as specified in the bylaws of this corporation.

ARTICLE V

Board of Directors

5.1. The business of the corporation shall be managed by the Board of Directors, also known as the Executive Board, as defined in the corporation's bylaws. No member of the Executive Board shall have right, title, or interest in or to any property of the corporation.

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ARTICLE VI

Officers

6.1. The officers of this corporation shall be the President, Vice President, Secretary, Treasurer, three Trustees and other officers as specified in the corporation's bylaws. The process for election of officers and terms of office are as specified in the corporation's bylaws.

ARTICLE VII

Corporate Meetings

7.1 The annual meeting of the members of this corporation shall be held as specified in the corporation's bylaws.

7.2 Voting at corporate meetings shall be as specified in the corporation's bylaws. Spoken or written proxy voting is specifically excluded as a means of voting at all corporate meetings.

ARTICLE VIII

Corporate Duration

8.1 The duration of this corporation shall be perpetual.

ARTICLE IX

Dissolution

9.1 Should it become necessary to dissolve the corporation, assets shall be distributed in a manner consistent with Iowa law to cover debts, liabilities, obligations, costs, and expenses. Any remaining assets of the corporation shall be distributed to local charitable organizations, as determined by a majority vote of the membership.

ARTICLE X

Amendment of Articles

10.1 These articles may be amended by a two-thirds vote of the regular membership of this corporation present at any regular or special meeting called for that purpose, provided that written notice is given to each regular member on or before the tenth day prior to such meeting. Written notice may be by mail, by electronic means or by corporate newsletter, and must include a copy of the proposed amendments.

ARTICLE XI

Registered Office and Registered Agent

11.1 The location of the Registered Office is: 535 Partridge Ct, Marion, IA, 52302, and the Registered Agent is: Charles Terry Kocher. The Registered Office and Registered Agent may be amended from time to time, as provided for by Iowa Code, Chapter 504.

ARTICLE XII

Indemnification

12.1 This corporation shall, to the fullest extent of the law, indemnify any present or future director, board member, officer, committee or subcommittee member, or agent of this

corporation against expenses, including attorney's fees, judgments, fines, settlements and reasonable expenses, actually incurred by such person with respect to any proceeding against such person relating to his service as a director, board member, officer, committee or subcommittee member, or agent, except the mandatory indemnification required by this sentence shall not apply (i) for a financial benefit received by such person to which such person is not entitled, (ii) for an intentional infliction of harm on the corporation or its members, (iii) for an intentional violation of the unlawful distribution provisions of the "Revised Iowa Nonprofit Corporation Act", (iv) for an intentional violation of criminal law, or (v) for acts or omissions which involve intentional misconduct or knowing violation of the law.

The provision in this Article does not eliminate or limit the liability of a director, board member, officer, committee or subcommittee member, or agent for an act or omission that occurs prior to the date when this provision becomes effective.

Adoption of "Restated Articles of Incorporation"

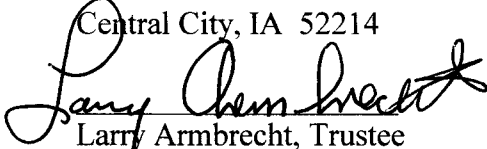
The Board of Directors of the Corporation, by at least a two thirds (2/3) affirmative vote on the 17th day of November, 2011, recommended these "Restated Articles of Incorporation" to the membership of the corporation. On the 17th day of November, 2011, these "Restated Articles of Incorporation" were approved by the membership, in the manner prescribed by the "Revised Iowa Nonprofit Corporation Act", by the Articles of Incorporation of the corporation and by the Bylaws of the corporation. Proper notice was given to the membership, and these "Restated Articles of Incorporation" received at least a two-thirds (2/3) affirmative vote of the members present at the meeting.

The undersigned, acting as incorporators of a corporation under the "Revised Iowa Nonprofit Corporation Act", Code of Iowa, hereby adopt these "Restated Articles of Incorporation", for Iowa Corporation number 73978 (Cedar Rapids Corvette Club):

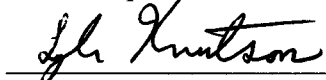
INCORPORATORS:



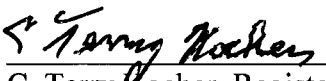
Wayne Martin, Trustee
553 6th St. N
Central City, IA 52214



Larry Armbricht, Trustee
2947 Juhl Dr. NE
Cedar Rapids, IA 52402



Lyle Knutson, Trustee
4142 Carpenter Rd NE
Cedar Rapids, IA 52411



C. Terry Rocher, Registered Agent
535 Partridge Ct.
Marion, IA 52302

State of Iowa)

ss

Linn County)

On this 29 day of NOV, 2011, before me, a Notary Public in and for said County and State, personally appeared Wayne Martin, Larry Armbrrecht, Lyle Knutson and C. Terry Kocher, said persons being to me known to be the identical persons whose names are subscribed to the foregoing Restated Articles of Incorporation, and each for himself acknowledged the said "Restated Articles of Incorporation" to be his free and voluntary act and deed for the uses and purposes therein expressed.

Sherry Boland
Notary Public in and for Linn County, Iowa



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SECRETARY OF STATE

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No: W00765690
Date: 12/02/2011

SECRETARY OF STATE

504RDN-073978
CEDAR RAPIDS CORVETTE CLUB

ACKNOWLEDGEMENT OF DOCUMENT FILED

The Secretary of State acknowledges receipt of the following document:

Restated Articles

The document was filed on Dec 1 2011 9:39AM, to be effective as of Dec 1 2011 9:39AM.

The amount of \$20.00 was received in full payment of the filing fee.




MATT SCHULTZ / SECRETARY OF STATE

