

**AMENDED AND RESTATED  
ARTICLES OF INCORPORATION  
ARTICLES OF RESTATEMENT  
AMENDING AND RESTATING THE ARTICLES OF INCORPORATION OF  
PORSCHE CLUB OF AMERICA, SILVER SAGE REGION, INC.**

For Office Use Only

**-FILED-**

File #: 0004581799

Date Filed: 1/12/2022 1:31:00 PM

KNOW ALL PERSONS BY THESE PRESENTS:

THIS AMENDED AND RESTATED ARTICLES OF INCORPORATION are filed pursuant to the provisions of Chapter 30, Title 30, Idaho Code, the undersigned amends and restates Articles of Incorporation of Porsche Club of America, Silver Sage Region, Inc. as set forth below and hereby certifies that, pursuant to Idaho Code Section 30-30-706, the following Amended and Restated Articles of Incorporation ("Articles") were duly adopted by the Board of Directors of the Corporation. In accordance with Idaho Code Section 30-30-706(9), these Articles replace and supersede, in its entirety, the Articles of Incorporation of the Corporation and all amendments thereto.

**CERTIFICATE OF ADOPTION**

In accordance with provisions of Idaho Code Section 30-30-706 the undersigned certify that approval of the members was not required for approval of the Articles of Restatement and Amended and Restated Articles of Incorporation which were adopted by a sufficient vote of the Board of Directors on 11 January 2022

**ARTICLE I  
NAME**

The name of the corporation shall be PORSCHE CLUB OF AMERICA, SILVER SAGE REGION, INC. (hereinafter, the "Corporation").

**ARTICLE II  
TERM**

The period of existence and duration of the life of this Corporation shall be perpetual.

**ARTICLE III  
MAILING ADDRESS**

The mailing address of the corporation is P.O. Box 912, Boise, Idaho 83701-0912 by a vote of the Board of Directors from time to time and the current mailing address shall be as such as listed on the annual report of the corporation filed with the Secretary of State of the State of Idaho.

**ARTICLE IV  
NONPROFIT**

This Corporation shall be a nonprofit, membership corporation.

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## **ARTICLE V REGISTERED AGENT**

The registered agent at the time of these Articles of Restatement is [Gary Roeder, 2198 W Bent Bow Court, Boise ID, 83703.] The Registered Agent of the Corporation from time to time shall be the current elected President of the Board of Directors, or designee, who will be listed as such on the annual report of the Corporation filed with the Secretary of State of the State of Idaho.

## **ARTICLE VI PURPOSE**

The purposes for which the Corporation is formed are to promote enjoyment and sharing of goodwill and fellowship engendered by owning a Porsche vehicle and engaging in such social or other events as may be agreeable to the membership. The Corporation shall be operated exclusively as a social and recreation club within the meaning of § 501 (c) (7) of the Internal Revenue Code enacted by Congress in Title 26 of the United States Code (26 U.S.C.), as now in effect or as may hereafter be amended (the "Code").

## **ARTICLE VII MEMBERSHIP**

The Corporation has voting "members" (as defined under the Act). The criteria and procedures for admission to membership, and the rights and obligations of members, shall be set forth in the Bylaws.

## **ARTICLE VIII BOARD OF DIRECTORS**

The affairs of this Corporation shall be managed by a Board of five (5) Directors, each of whom are Members of the Corporation. The Directors at the time of these Articles of Restatement are:

Andrew King  
1849 S Travertine Way  
Boise, ID 83712

Bob Kunz  
11367 W Hickory Hill Ct.  
Boise, ID 83713

Sharon Fergot  
423 W Sand Dune Lane  
Boise, ID 83702

Lindsey Robinson  
4496 S Carie Way  
Boise, ID 83709

Gary Roeder  
2198 W Bent Bow Court  
Boise, ID 83703

Except as otherwise provided by law, or in any Bylaw of the Corporation, the business of the Corporation shall be managed by and all of the powers of the Corporation shall be exercised by the Board of Directors of the Corporation. The powers, duties, qualifications, terms of office, manner of election, time, and criteria for removal of directors shall be as set forth in the Bylaws of the Corporation.

#### **ARTICLE IX DIRECTOR LIABILITY**

To the fullest extent permitted by the laws of the State of Idaho, as now in effect or as may hereafter be amended, no officer or director of the Corporation shall be personally liable for damages in any proceeding brought by or in the right of the Corporation, or in connection with any claim, action, suit or proceeding to which he or she may be or is made a party by reason of being or having been an officer or director of the Corporation, provided, however, that such relief from liability shall not apply in any instance where such relief is inconsistent with any provision of the Code applicable to corporations described in Code § 501(c)(7).

#### **ARTICLE X INDEMNIFICATION**

The Corporation shall indemnify to the fullest extent permitted by the Act any person who is made, or threatened to be made, a party to an action, suit, or proceeding, whether civil, criminal, administrative, investigative or otherwise by reason of the fact that the person is or was a director or officer of the Corporation. The right to and amount of indemnification shall be determined in accordance with the provisions of the Act in effect at the time of the determination.

#### **ARTICLE XI DISSOLUTION**

The Corporation may be dissolved at a special meeting of the Corporation called for that purpose, by the affirmative votes of more than fifty percent (50%) of the votes of the Members. In the event of dissolution or final liquidation of the Corporation, all of the remaining assets and property of the Corporation shall, after paying or making provision for the payment of all of the liabilities and obligations of the Corporation and for necessary expenses thereof, be distributed to such organization or organizations organized and operated exclusively as social and recreation clubs or for charitable or educational purposes as shall at the time qualify as an exempt organization or organizations under § 501(c)(7) or § 501(c)(3) of the Code as the Board of Directors shall determine. In no event shall any of such assets or property be distributed to any member, director or officer, or any private individual.

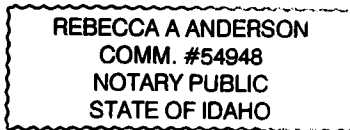
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IN WITNESS THEREOF, I, the undersigned President and Secretary have executed these Restated and Amended Articles of Incorporation.

Andrew M. King  
Andrew King, President,  
Porsche Club of America, Silver Sage Region, Inc.

On this date, 1/12/2022, before me, the undersigned, a Notary Public in and for said State, personally appeared Andrew King, known or identified to me to be the President of the Porsche Club of America, Silver Sage Region, an Idaho corporation, the Corporation that executed the instrument or the person who executed the instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written above.

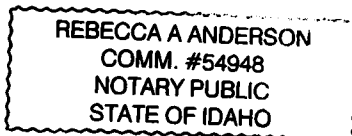


Rebecca A. Anderson  
Notary Public for Idaho  
Residing at: Boise ID  
My Commission Expires: 5/24/2027

Gary Roeder  
Gary Roeder, Treasurer and Registered Agent  
Porsche Club of America, Silver Sage Region, Inc.

On this date, 1/12/2022, before me, the undersigned, a Notary Public in and for said State, personally appeared Gary Roeder, known or identified to me to be the Treasurer of the Porsche Club of America, Silver Sage Region, an Idaho corporation, the Corporation that executed the instrument or the person who executed the instrument on behalf of said Corporation, and acknowledged to me that such Corporation executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first written above.



Rebecca A. Anderson  
Notary Public for Idaho  
Residing at: Boise ID  
My Commission Expires: 8/24/27