



Department of State.

**CERTIFICATE OF INCORPORATION
OF**

VALLEY CORVETTES, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of _____

VALLEY CORVETTES, INC.

duly signed pursuant to the provisions of the Idaho Nonprofit Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated November 30, 19 90.



Pete T. Cenarrusa

SECRETARY OF STATE

Elizabeth M Zabala

Corporation Clerk

Nov 30 3 02 PM '80
SECRETARY OF STATE

ARTICLES OF INCORPORATION

OF

VALLEY CORVETTES, INC.

A Nonprofit Corporation

THE UNDERSIGNED, acting as incorporators of a nonprofit corporation under the Idaho Nonprofit Corporation Act, adopt the following Articles of Incorporation for such corporation:

FIRST

The name of the corporation is VALLEY CORVETTES, INC.

SECOND

This corporation is a nonprofit corporation formed under the provisions of the Idaho Nonprofit Corporation Act, Chapter 3 of Title 30 of the Idaho Code (the "Act"). No dividend shall be paid and no part of the income of the corporation shall be distributable to its members, directors, or officers (provided, however, that this provision shall not be construed to prohibit distribution to Members upon dissolution or final liquidation pursuant to the Act).

THIRD

The period of its duration is perpetual.

FOURTH

The corporation is organized and shall be operated exclusively for pleasure, recreation and other non-profitable

purposes within the meaning of Section 503(c)(7) of the Internal Revenue Code of 1986.

4.1 To promote interest in Corvette automobile ownership and operation and to that end collect, receive, learn, disseminate and publish information relative thereto and further establish an organized effort to encourage others to participate in the ownership and enjoyment connected with the use of said ownership and enjoyment connected with the use of said automobile. In furtherance, the corporation is empowered to:

A. Hold meetings, affairs, rendezvous and other gatherings, public or private to attain said purposes.

B. Exercise all rights and powers conferred by the laws of the State of Idaho upon nonprofit corporations.

4.2 To engage in any activity incidental or related to the purposes of this corporation.

FIFTH

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 reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Fourth hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

SIXTH

Upon the dissolution of the corporation, the board of directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, distribute all of the assets of the corporation exclusively for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, in such manner and to such organization or organizations which so qualify as the board of directors so determine. Any such assets not so disposed shall be disposed of by the court having jurisdiction in the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

SEVENTH

Membership in the corporation shall be governed and regulated by the Bylaws of the corporation.

EIGHTH

The management of the corporation shall be vested in a board of directors not less than three directors. The voting members shall elect the directors at an annual meeting of the voting members. The Bylaws may provide for ex officio and honorary directors and their rights and privileges. The names and addresses of the persons who are to serve as directors until the first election thereof are as follows:

<u>Name</u>	<u>Address</u>
Ed Tucker	2560 Bruins Circle Boise, ID 83704
Jim Benson	2275 Skipperling Boise, ID 83706

Linda Murray

2595 S. Blackcat
Meridian, ID 83642

NINTH

The location of the initial registered office of the corporation is 1028 Crestwood Circle, Meridian, Idaho 83642, and the name of its initial registered agent at such address is Larry Robb.

TENTH

The names and addresses of the incorporators are as follows:

<u>Name</u>	<u>Address</u>
Larry Robb	1028 Creswood Circle Meridian, ID 83642
Robert Reed	5202 Warrington Boise ID 83704

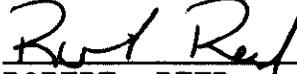
ELEVENTH

The Bylaws of the corporation are to be made and adopted by the Board of Directors. The Bylaws may be altered, amended, or repealed, or new Bylaws may be adopted, by the members or by the Board of Directors.

DATED this ____ day of September, 1990.



LARRY ROBB



ROBERT REED