



**Department of State**

**CERTIFICATE OF INCORPORATION  
OF**

**NORTHWEST CLASSIC MOTORCYCLE CLUB, INC.**

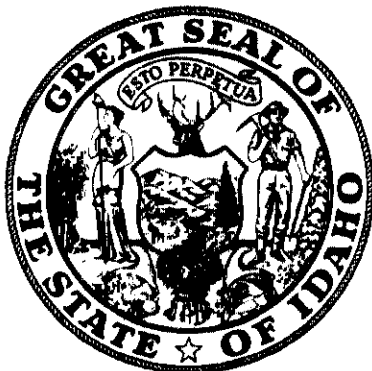
I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of \_\_\_\_\_

**NORTHWEST CLASSIC MOTORCYCLE CLUB, 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 29, 19 90.



*Pete T. Cenarrusa*

SECRETARY OF STATE

*Elizabeth M. Zakala*

Corporation Clerk

RECEIVED  
SEC. OF STATE

90 NOV 29 PM 2 19

ARTICLES OF INCORPORATION

OF

NORTHWEST CLASSIC MOTORCYCLE CLUB, INC.

KNOW ALL MEN BY THESE PRESENTS that NEIL V. COOPER, BONNIE R. COOPER and LEE OLSON, all being over the age of eighteen years, and for the purpose of forming a corporation under the Idaho Nonprofit Corporation Act, hereby certify and adopt, in duplicate, the following Articles of Incorporation.

ARTICLE I

The name of the Corporation (hereinafter called "Corporation" is the "Northwest Classic Motorcycle Club, Inc.".

ARTICLE II

The duration of this Corporation shall be perpetual.

ARTICLE III

PURPOSES AND POWERS

This Corporation is not organized for profit and no part of gains or earnings shall inure to its members. It is the specific purpose of this Corporation to educate the public on the history and development of motorcycles and the encouragement of the restoration and rehabilitation of historic motorcycles.

GENERAL PURPOSE: Supporting and educating in an understanding of, the rights and responsibilities guaranteed by the Second Amendment of the United States Constitution.

In furtherance of said purposes, and subject to the approval of members, and corporate laws of Idaho, this Corporation shall have power to:

(a) Perform all of the duties and obligations of the Corporation as set forth in the By-Laws;

(b) Fix, levy, collect, and enforce assessments and fines as set forth in the By-Laws, in a fair and equitable fashion, and secure the payment of assessments through appropriate methods;

(c) Pay all expenses and obligations incurred by the Corporation in the conduct of its business, including, without limitation, all licenses, taxes, or governmental charges levied or imposed against the Corporation's property;

(d) Acquire (by gift, purchase or otherwise), own, hold, improve, build upon, operate, maintain, convey, sell, lease, exchange, transfer, dedicate to public use or otherwise dispose of real or personal property in connection with the affairs of the Corporation;

(e) Make contracts and incur liabilities, borrow money and mortgage, pledge, deed in trust, or hypothecate any or all of its real or personal property as security for money borrowed or debts incurred;

(f) Dedicate, sell, transfer, or grant easements over all or part of any of the Corporation's property to any public agency, authority or utility, for such purposes and subject to such conditions as may be agreed to by the members;

(g) Participate in mergers and consolidations with other nonprofit corporations organized for the same purposes, or annex additional property to the property managed by the Corporation;

(h) Litigate, mediate, and arbitrate any and/or all corporate rights and obligations specified in law and/or by the Articles and By-Laws of the Corporation;

(i) Provide for the qualification of members, the terms and conditions of admission, the time, mode, conditions and effect of expulsion or withdrawal from and restoration of membership, admission fees, charges and assessments, and for reimbursement for services rendered to and expenses incurred on behalf of the Corporation by any member or officer of the Corporation, and such other rules and regulations as are not repugnant to the laws of the State of Idaho; and,

(j) Have and exercise any and all powers, rights, and privileges which a corporation organized under the Nonprofit Corporation Act of the State of Idaho by law may now or hereafter have or exercise.

(k) To do and engage in all lawful activities that are in furtherance of one or more of the general purposes of the corporation.

#### ARTICLE IV

##### MEMBERS AND MEMBERSHIP

A. Non-Stock Corporation. Participation in management and ownership of the Corporation shall be by membership only. The

Corporation shall issue no stock and shall have no shareholders, but shall have members.

B. Membership. The qualifications, classes and rights of members are set forth in the By-Laws of this Corporation.

C. Management. The Board of Directors shall constitute the governing body of this Corporation.

#### ARTICLE V

##### INITIAL REGISTERED OFFICE AND AGENT

The initial registered office of the Corporation shall be at 819 "C" Street, Coeur d'Alene, Idaho 83854, and the initial registered agent at such address shall be Neil V. Cooper.

#### ARTICLE VI

##### BOARD OF DIRECTORS; INCORPORATIONS

The affairs of this Corporation shall be managed in accordance with the By-Laws by a Board of not less than three (3) nor more than ten (10) Directors. The names and addresses of the incorporators of the Corporation, who shall also act as the initial Directors of the Corporation, until the selection of their successors, are:

Lee Olson  
P.O. Box 115  
St. Maries, Idaho 83861

Neil V. Cooper  
819 "C" Street  
Coeur d'Alene, Idaho 83814

Bonnie R. Cooper  
819 "C" Street  
Coeur d'Alene, Idaho 83814

ARTICLE VII

DISSOLUTION

In the event of dissolution, liquidation, or winding up of the Corporation, after paying of, or adequately providing for the debts and obligations of the Corporations, the Directors or persons in charge of the liquidation shall distribute any remaining assets, properties, and/or money to original contributors, any such assets not so distributed shall be distributed by the Board of Directors of the organization to another similar non-profit organization to be used in such a manner as will best accomplish the general purposes for which the corporation was organized.

DATED this 27<sup>th</sup> day of November, 1990.

\_\_\_\_\_  
NEIL V. COOPER  
Incorporator

Bonnie R. Cooper  
BONNIE R. COOPER  
Incorporator

Lee Olson  
LEE OLSON  
Incorporator

SUBSCRIBED AND SWORN TO BEFORE ME this 27<sup>th</sup> day of November, 1990.

Doris Rosendahl  
Notary Public in and for the  
State of Idaho  
Residing at: Redrum  
My commission expires: 5/16/92