

**ARTICLES OF INCORPORATION**  
**Audi Club Northwest**

As AMENDED August 11, 2002

These amendments to the Articles of Incorporation for Audi Club Northwest were adopted at the annual meeting of the members held on August 11, 2002.

ARTICLE I

The name of this corporation is Amended to: **Audi Club Northwest**, thereby dropping the name "North West Region Audi Quattro Club U.S.A."

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The object, business and pursuit of Audi Club Northwest shall be the education and development of the physical and mental capacities of its members and other interested persons. To promote the technology and ownership of Audi cars in the Northwest Region of the United States and neighboring Canada and enhance the education, safety, driving skills, enjoyment, and pleasure of Club members in the knowledge of, operation of, and owning their Audi cars. To collect and disseminate scientific and other information and data concerning the same. To do all and everything necessary, suitable, or proper for the accomplishment of any and all of the purposes of attainment of any and all of the objects hereinbefore enumerated. Further, the Club is also organized for the purpose of transacting any and all lawful business for which any corporation may be formed under Title 24 of the Revised Code of Washington, as amended.

In furtherance of such business and purpose, the Club shall specifically be governed by the Bylaws of Audi Club Northwest and all of the provisions of these Bylaws are specifically incorporated fully into these Articles of Incorporation as if same were set forth in full herein.

ARTICLE IV

Any contract or other transaction between Audi Club Northwest and one or more of its trustees, or between Audi Club Northwest and any corporation, firm, association, club or other entity of which one or more of its trustees are members, trustees, officers or employees or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such trustee or trustees at the meeting of the Board of Trustees which acts upon or in reference to such contract or transaction and notwithstanding his, her or its participation in such action, by voting or otherwise, even though his, her or its presence or vote, or both, might have been necessary to obligate Audi Club Northwest upon such contract or transaction; provided, that the fact of such interest shall be disclosed to or known by the trustees acting on such contract or transaction.

Each of the officers and trustees of the Company shall be allowed to engage in business for their own account and shall not be deemed to be in competition with the Club or using

corporate opportunity provided that such business shall not be the same as, or substantially similar to the primary business in which Audi Club Northwest is engaged.

#### ARTICLE V

The number of trustees of this corporation shall be fixed by the bylaws and may be increased or decreased from time to time in the manner specified therein.

#### ARTICLE VI

The Board of Trustees shall have the power to adopt, amend or repeal the bylaws or adopt new bylaws for this corporation, as allowed by the Bylaws. Notwithstanding the foregoing, nothing herein shall act to deny the concurrent power of the members to adopt, alter, amend or repeal the bylaws.

#### ARTICLE VII

The members of the Club shall not be held individually responsible as such for any debts, contracts, liabilities, or engagements of the Club.

#### ARTICLE X

Audi Club Northwest reserves the right to amend, alter, change, or repeal any of the provisions contained in these Articles of Incorporation, in the manner now or hereafter prescribed by law, and rights and powers conferred herein on members and trustees of Audi Club Northwest are subject to this reserved power.

#### ARTICLE XI

Pursuant to RCW 24.03.025(c), a trustee shall have no liability to Audi Club Northwest or its members for monetary damages for conduct as a trustee, except for acts or omissions that involve intentional misconduct by the trustee, or a knowing violation of law by the trustee, or for any transaction from which the trustee will personally receive a benefit in money, property or services to which the trustee is not legally entitled.

If the Washington Nonprofit Corporation Act is hereafter amended to authorize corporate action further eliminating or limiting the personal liability of trustees, then the liability of a trustee shall be eliminated or limited to the full extent permitted by the Washington Nonprofit Corporation Act, as so amended.

Any repeal or modification of this Article shall not adversely affect any right or protection of the trustee of the corporation existing at the time of such repeal and modification for or with respect to an act or omission of such trustee occurring prior to such repeal or modification.

#### ARTICLE XII

In the event of the dissolution of the Club, or in the event it shall cease to carry out the objects and purposes herein set forth, all the business, property, and assets of the Club shall go and be distributed to such nonprofit corporations as may be selected by the Board of Trustees of

the Club so that the business properties and assets of the Club shall then be used for and devoted to the purpose of carrying on nonprofit activities by the recipient corporation as defined under any of the subsections under Section 501(c) in the Internal Revenue Code of 1986, as amended.

In no way shall any of the assets or property of the Club or the proceeds of any of the assets or property, in the event of dissolution, go to or be distributed to the Board of Trustees, either for the reimbursement of any sums subscribed, donated, or contributed by the Board of Trustees or for any such purpose, it being the intent in the event of the dissolution of the Club, or upon its ceasing to carry out the objects and purposes herein set forth, that the property and assets then owned by the Club shall be devoted to nonprofit purposes.

In the event that any such assets are not disposed of as described above, then such assets shall be disposed of by the Superior Court of the county in which the principal office of the Club is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for nonprofit purposes under Section 501(c) of the Internal Revenue Code.

#### ARTICLE XIII

Audi Club Northwest shall be nonstock, and no dividends or pecuniary profits shall be declared or paid.

#### ARTICLE XIV

Audi Club Northwest is not organized for profit, but has been organized and shall be operated exclusively for nonprofit able purposes within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as that statute may be from time to time amended or superseded.

No part of the property or ownings of Audi Club Northwest shall be paid or distributed to or inure to the benefit of any trustee of the Club or private member associated with the Club, except as reasonable compensation for goods or services furnished or rendered.

IN WITNESS WHEREOF, the President and Secretary of Audi Club Northwest attest that in compliance with the Bylaws a quorum was present at the meeting mentioned above and the amendment received at least two-thirds of the votes which members present were entitled to cast.

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President, Audi Club Northwest

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Secretary, Audi Club Northwest