



SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR 22 1996



Bill Jones

Secretary of State

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ENDORSED
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of the State of California

MAR 20 1996

BILL JONES
SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
356 CALIFORNIA ALTA REGION, INC.**
a California Nonprofit Public Benefit Corporation

I.

The name of this corporation is **356 CALIFORNIA ALTA REGION, INC.**

II.

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The corporation is organized under the Non-Profit Public Benefit Corporation Law of California (the "Nonprofit Law") for charitable and public purposes.

The specific purpose of this corporation is to act as a club to promote the use and enjoyment of the series 356 Porsche automobile.

III.

The name and address in the State of California of this corporation's initial agent for service of process is:

Mr. Irwin Scott
985 Whitman Lane
Concord, California 94518

IV.

This corporation is designated as a not-for-profit entity and is not authorized to issue any class of shares of stock.


V.

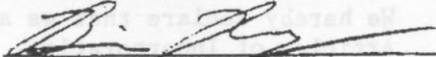
The names and addresses of the persons who are appointed to act as the initial directors of this corporation are:

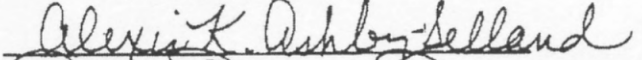
Mr. Irwin Scott	985 Whitman Lane, Concord, CA 94518
Mr. Brian Perry	618 Bamboo Terrace, San Rafael, CA 94903
Ms. Alexis Selland	461 Bryant Street, San Francisco, CA 94107
Mr. George Selland	461 Bryant Street, San Francisco, CA 94107
Mr. Steve Douglas	2600 Orchard Street, Soquel, CA 95073
Dr. Bob Cannon	2931 Lacy Lane, Sacramento, CA 95821
Mr. James Hardie	2282D Sierra Blvd., Sacramento, CA 95825

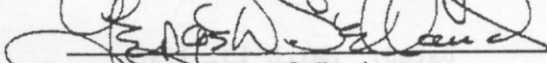
IN WITNESS THEREOF, the undersigned, being all the persons named above as the initial directors, have executed these Articles of Incorporation.

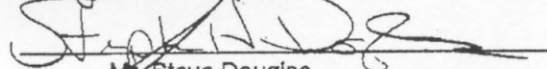
Dated: March 13, 1996

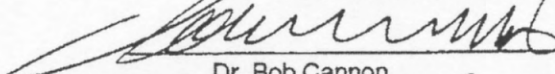

Mr. Irwin Scott

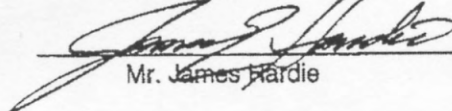

Mr. Brian Perry


Ms. Alexis Seland


Mr. George Seland


Mr. Steve Douglas


Dr. Bob Cannon


Mr. James Hardie



IN WITNESS WHEREOF, the undersigned, being all the persons named above, have hereunto set their hands and seals at the City of [illegible] on the [illegible] day of [illegible] 1996.

[Faint signature]

Date: *[illegible]*

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Dated: March 13, 1996

[Signature]

Mr. Irwin Scott

[Signature]

Mr. Brian Perry

[Signature]

Ms. Alexis Selland

[Signature]

Mr. George Selland

[Signature]

Mr. Steve Douglas

[Signature]

Dr. Bob Cannon

[Signature]

Mr. James Hardie