

State
of
California

SECRETARY OF STATE'S OFFICE

1923828

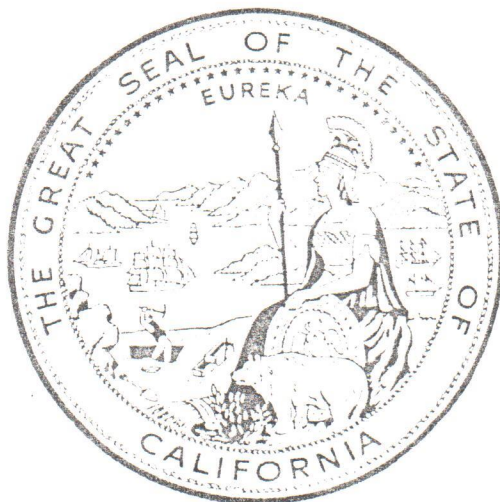
CORPORATION DIVISION

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 have
this certificate and affix the Great
Seal of the State of California this

AUG 23 1995



Bill Jones

Secretary of State

Articles of Incorporation of the
AIRHEADS BEEMER CLUB, INC.

1923828

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California

AUG 23 1995

Article 1: The name of this Corporation is:

AIRHEADS BEEMER CLUB, INC.

Bill Jones
BILL JONES, Secretary of State

Article 2: This corporation is a non-profit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law. More specifically, this corporation is to provide an organization for owners and/or co-owners of BMW motorcycles with Type 247 engines or their twin cylinder predecessors to forge new friendships with others sharing a common belief in the club canons, which are:

1. Airheads ride Beemers with air-cooled heads.
2. Airheads believe that the simplest engineering solutions are best.
3. Airheads appreciate function over form, fact over fiction, and friendship over friction.
4. Airheads regard money as a tool, not a status symbol.
5. Airheads are earthy people who like to camp.
6. Airheads maintain their own motorcycles.
7. Airheads don't take themselves, religion or life too seriously.
8. Airheads like to share time, knowledge, parts and camaraderie with other Airheads.

Article 3: The name and address in the State of California of the corporations initial agent for service of process is:

Alden Watson
11777 Bernardo Plaza Court, Suite 200
San Diego, CA 92128.

Article 4: (a) This corporation is organized and operated exclusively for social and recreational purposes for its members within the meaning of Section 501(c)(7) of the Internal Revenue Code.

(b) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under section 501(c) (7) of the Internal Revenue Code.

(c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office, except as authorized by IRC 501 (h) and IRC 4911, et seq.

(d) The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and no part of the net income and assets of the organization shall ever inure to the benefit of any private person.

(e) On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under section 501 (c)(7) of the Internal Revenue Code.

Article 5: The incorporator of this corporation is B. Jan Hofman, PO. Box 178913, San Diego, CA 92177.

Article 6: There shall be five directors of this corporation. They must reside in the regions they are to represent. The regions for each seat are:

Region/Seat 1: Arizona, California, Hawaii, Nevada, Utah, Mexico, Pacific Islands, Australia.

Region/Seat 2: Alaska, Colorado, Idaho, Kansas, Montana, Nebraska, North Dakota, Oklahoma, Oregon, South Dakota, Texas, Washington, Wyoming and Asia.

Region/Seat 3: Illinois, Iowa, Indiana, Kentucky, Michigan, Minnesota, Missouri, Ohio, Wisconsin, and Canada.

Region/Seat 4: Connecticut, Delaware, District of Columbia, Maine, Maryland, New Hampshire, New Jersey, New York, Pennsylvania, Vermont, Virginia, West Virginia, Europe and Africa.

Region/Seat 5: Alabama, Arkansas, Florida, Georgia, Mississippi, North Carolina, South Carolina, Tennessee, Caribbean, Central and South America (except Mexico) and any other place not mentioned previously.

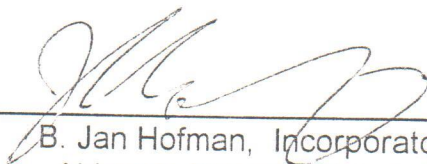
The initial Directors shall be appointed by the incorporator. They shall serve until replaced in accordance with the bylaws.

Article 7: These articles may be amended by the vote of four Directors and 80% of the Airmarshals voting.

Dated: _____

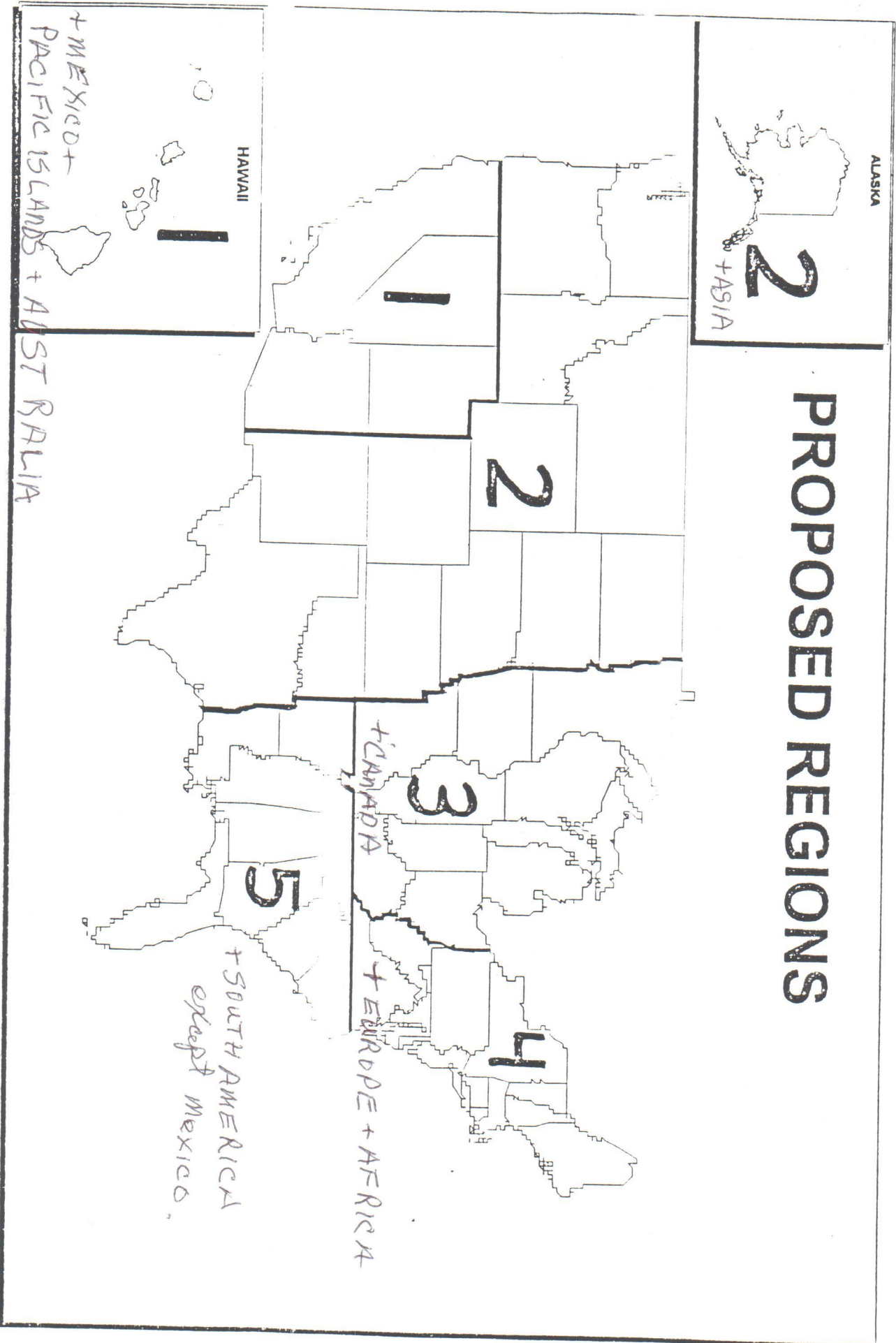
Aug 23/95

By _____



B. Jan Hofman, Incorporator
Airheads Beemer Club, Inc.

PROPOSED REGIONS



Regions 2 - 5 have 2 or 3 times the number of states Region 1 has. This should offset the fact that Region 1 has twice the members of any other Region. The growth of the ABC has been proportional in all of these regions.