

ARTICLES OF INCORPORATION  
OF  
ROCKY MOUNTAIN JAGUAR CLUB

We the undersigned natural persons of the age of twenty-one (21) years or over, acting as incorporators of the corporation not for profit under the Colorado Corporation Act, adopt the following Articles of Incorporation for such corporation.

ARTICLE I

Name

The corporate name of the said corporation shall be Rocky Mountain Jaguar Club.

ARTICLE II

Purpose

The corporation shall be operated not for profit but exclusively for the purpose of promoting interest in the maintenance, preservation, operation and ownership of Jaguar automobiles and of promoting and encouraging good sportsmanship and the safe, careful and skillful operation of Jaguar automobiles. The corporation shall additionally endeavor to furnish educational and technical information concerning the operation and maintenance of Jaguar automobiles.

ARTICLE III

Powers

To carry into effect its purposes and objectives, the corporation shall have all of the powers granted to it by the applicable statutes of the State of Colorado except and insofar as such powers may be inconsistent with its purposes and objectives as aforesaid and in addition to such powers shall have the following:

A. To receive gifts, bequests, grants of money and grants of property of every nature and kind and to administer and disburse such moneys and property (together with any and all moneys received by it as admission for rallies and similar activities) for its aforesaid purposes and objectives.

B. To accept at the discretion of the Board of Directors any moneys or properties given to the corporation by devise, bequest, donation or otherwise which by the terms of this gift are restricted to one or more limited purposes, or the uses of which are curtailed, and in which event the Board of Directors may hold, administer and apply the funds or properties so given to the corporation strictly in accordance with any provisions or restrictions appertaining thereto provided however that under no circumstances and in no event shall the Board of Directors accept any such gifts if any restriction thereto appertaining or in conflict with the general purposes and objectives of the corporation as heretofore set forth.

C. To make donations, gifts, contributions and loans out of its earnings or from the principal of its funds or both for the use or benefit of any organization within the United States or any political subdivision thereof for the purpose of promoting the purposes of this corporation as heretofore set forth.

#### ARTICLE IV

##### Principal Office

The principal office of the corporation shall be in the City of Englewood, Colorado, or in such other location within the State of Colorado as the Board of Directors may direct; until changed by the Board of Directors the principal office of the corporation shall be 3767 South Sherman, Englewood, Colorado.

#### ARTICLE V

##### Term of Existence

The term of existence of the corporation shall be perpetual.

#### ARTICLE VI

##### Board of Directors and Officers

The affairs and management of the corporation shall be under the control of a board of directors comprising such members as shall be designated by the by-laws of the corporation but which shall never consist of less than three (3) nor more than ten (10) members. The board of directors by majority vote shall have the power to adopt, alter and

amend by-laws for the corporation and likewise by a majority vote shall have the power to alter or amend its Articles of Incorporation provided however that no by-law or amendment of the Articles of Incorporation shall be adopted which shall be inconsistent with its purposes and objectives as hereinabove set forth. The initial Board of Directors or until their successors shall have been chosen, are as follows:

Donald D. Finley	3767 South Sherman Englewood, Colorado
Gordon N. Smith	70 Clarkson, Apt. D Denver, Colorado
<del>John</del> R. Riddle	2620 South Jersey Denver, Colorado

The officers of the corporation shall be a president, vice-president, secretary and treasurer and such other officers as may be designated by the by-laws of the corporation, all of whom shall be designated as provided in the by-laws of the corporation.

#### ARTICLE VII

##### Capitol Stock

No capitol stock shall ever be issued by the corporation.

#### ARTICLE VIII

##### Membership

A person who expresses an interest in the purposes and objectives of the corporation shall be eligible for voting membership in the corporation provided that the Board of Directors may require as a condition for membership the payment of such an amount of annual dues as the Board of Directors may from time to time fix and determine to be necessary in order to obtain the funds necessary to carry out the purposes and objectives of the corporation. The by-laws may additionally provide for honorary non-voting memberships.

#### ARTICLE IX

##### Authority for Conveyance or Encumbrance of Corporate Property

The duly elected and acting president and secretary of the corporation shall be the officers authorized to execute on its behalf appropriate instruments to effect the conveyance or encumbrance of property

of whatsoever nature and description provided however that any and all transactions must first be approved by a majority vote of the Board of Directors of the corporation.

ARTICLE X

Dissolution of the Corporation

Upon the affirmative vote of two-thirds (2/3) of the members of the Board of Directors the corporation may be dissolved and any and all of its properties remaining after the payment of all of its debts shall in the event of such dissolution be distributed and paid over to such organizations organized and operated not for profit but exclusively for religious, charitable, scientific, literary or educational purposes within the State of Colorado and which are exempt from State and Federal income taxation as may be selected by the Board of Directors in their sole discretion as being the best qualified to carry out the objectives and purposes for which the corporation is organized and in no event shall any individual member, officer or director of the corporation receive any of its properties or funds by reason of such dissolution.

ARTICLE XI

Incorporators

The name and address of the incorporators of this corporation are:

Donald D. Finley	3767 South Sherman Englewood, Colorado
Gordon N. Smith	70 Clarkson, Apt. D Denver, Colorado
<del>Jack</del> JOHN R. Riddle	2620 South Jersey Denver, Colorado

Dated at Englewood, Colorado this 1st day of April, 1967.

Donald D. Finley  
DONALD D. FINLEY

Gordon N. Smith  
GORDON N. SMITH

John R. Riddle  
JACK R. RIDDLE  
JOHN

THE STATE OF COLORADO )  
 )  
COUNTY OF ARAPAHOE )

BEFORE ME this 1st day of April, 1967 appeared Donald D. Finley, Gordon N. Smith and ~~John~~ R. Riddle, who being by me first duly sworn, depose and say that they are the Incorporators who signed their names to the foregoing Articles of Incorporation and that they signed as Incorporators for the purposes set forth therein.

Witness my hand and official seal.

My Commission Expires 2nd 1968

Barbara J. Finley  
Notary Public

UNITED STATES OF AMERICA )  
STATE OF COLORADO ) SS. CERTIFICATE

I, Byron A. Anderson, Secretary of State of the State of Colorado, do hereby certify that the annexed is a full, true, and complete copy of the original Certificate of Incorporation of

Rocky Mountain Jaguar Club

Filed in this office on the 19th day of April A. D. 1967 and admitted to record.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed the Great Seal of the State of Colorado, at the City of Denver,

this 19th day of April A. D. 1967

*Byron A. Anderson*  
BYRON A. ANDERSON  
Secretary of State

*Fred Ruck*

Deputy