

ARTICLES OF ASSOCIATION

of

THE SPORTS CAR CLUB OF ST. LOUIS, INCORPORATED

ARTICLE ONE

The name of this Corporation shall be THE SPORTS CAR CLUB OF ST. LOUIS, INCORPORATED, and it shall be located in the County of St. Louis.

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ARTICLE TWO

Objects and Purposes

William H. Toberman
Secretary of State.

(a) The general purposes of the Corporation shall be to encourage the preservation, ownership and operation of Sports Cars, to act as a source of technical information, to educate owners of automobiles in the skillful and safe management and servicing of them, to establish rules and regulations covering all activities of the Sports Car Club, to provide and regulate events and exhibitions for Sports Cars and their owners, to encourage careful and skillful driving on public highways, and to own real and personal property, as incidental to the foregoing purposes.

(b) A Sports Car as referred to in these Articles shall be defined as a finely engineered automobile possessing superior mechanical features including primarily the interest of safety and performance rather than comfort and luxurious appearance.

ARTICLE THREE

Uses

This corporation shall not be used by its officers or any member or by any one connected with it in any way for either business or political purposes, and shall not be for the pecuniary gain or profit of any of its members.

ARTICLE FOUR

Powers

This Corporation shall have all the powers necessary and proper

for the accomplishment and furtherance of the above stated objects and purposes, and all other powers incidental or relating thereto, including generally, but not limitedly, the following:

(a) To rent, lease, purchase, receive, possess and take, by gift, grant, devise or bequest, real and personal property, and to hold, administer, sell, mortgage, encumber, invest and re-invest such property and the income therefrom for the charitable, scientific and educational uses and purposes for which this Corporation is constituted.

(b) To borrow money, lend and if deemed necessary by its Board of Directors, to incur indebtedness and to obligate itself therefor, and to mortgage or pledge real or personal property in connection therewith.

(c) To rent, provide and maintain a suitable meeting place or places, offices and equipment therefor and therein and to carry on and fulfill any and all of the operations necessary or convenient for the purposes of this Corporation, and conducive to furtherance of the purposes hereof, and the scientific and safest operation of motor vehicles.

(d) To rent or lease suitable grounds and places for the exhibition of proper and safe operation of motor vehicles by its members in either open or closed meets or contests, in which the most skillful and highly trained of its members and especially chosen guests will educate by demonstrating proper and safe operation of motor vehicles under ordinary, unusual or extreme driving conditions.

(e) To request, petition and invoke the aid of State and local officials, constabulary and police officers in assisting with and in educational programs, encouraging careful and skillful driving on public highways.

ARTICLE FIVE

Members

Members of this Corporation shall be strictly limited to members of The Sports Car Club of America, Incorporated.

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Walter H. Toberman
Secretary of State.

ARTICLE SIX

Stock

This Corporation shall have no capital stock and is not formed or organized for pecuniary profit in any form whatever and under no circumstances shall be operated at any time for monetary gain or profit accruing either to itself or any of its members.

ARTICLE SEVEN

Officers

The officers of this Corporation shall consist of a President, Vice-President, a Secretary and Treasurer and Assistant-Secretary and an Assistant-Treasurer, any two of which offices except the first named, may be held by a single member upon election thereto, and a Board of Directors consisting of Nine (9) members, chosen from the membership at large, which shall include the first four (4) above named officers, a Chairman of the Board of Directors, and such honorary officers as may from time to time be elected in such manner as the By-Laws may prescribe, and any other officers and offices as may be created and provided for by the By-Laws from time to time.

ARTICLE EIGHT

Control, Direction and Management

The control, direction and management of the affairs, activities and finances of this Corporation and the general conduct of the organization shall be governed by its Board of Directors, who shall be elected under and in accordance with the provisions of its By-Laws and by its officers acting under and in accordance with the instructions and directions of the Board of Directors and such invited guests and assistants as the Board of Directors and the officers may from time to time designate and appoint.

ARTICLE NINE

Board of Directors

The Board of Directors shall adopt By-Laws, rules and regulations for the government of the Corporation, which By-Laws, rules and regulations

may be changed, amended or enlarged from time to time, subject to the approval of a majority of the members of the Corporation attending a meeting duly called for that purpose, or under such provisions as the By-Laws may from time to time provide.

IN TESTIMONY WHEREOF, we have hereunto set our hands this 29th day of JANUARY, 1952.

A. L. Von Rump.
President

James Austin
Vice-President

W. Bruce Casso
Secretary

W. Bruce Casso
Treasurer

Clifford Greve
Counsel for Corporation

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Walter H. Taberner
Secretary of State.

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

On this 30th day of JANUARY, 1952, before me personally
appeared A. L. Pow Rumpo, James Austin P.
Wm. Carr and Wm. Carr

to me known to be the persons described in and who executed the foregoing
instrument and acknowledged that they executed the same as their free act
and deed.

IN TESTIMONY WHEREOF, I have hereunto set my hand and
affixed my official seal in the County of St. Louis, State of Missouri, the day
and year first above mentioned.

My commission expires: October 13, 1952

Edgar J. Fawcett
Notary Public

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Walter H. Toberman
Secretary of State.

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RAYMOND O. DOUGLAS
Circuit Clerk

ARTICLES OF ASSOCIATION

of

THE SPORTS CAR CLUB OF ST. LOUIS

INCORPORATED

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AND COPY ISSUED

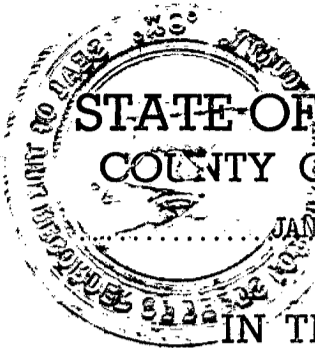
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Walter H. Tobin
Secretary of State.

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STATE OF MISSOURI }
COUNTY OF ST. LOUIS } SS

In the Circuit Court,
St. Louis County, Missouri
Division Number...Two..

JANUARY..... TERM, 1952... FRIDAY, FEBRUARY 29th..... 19. 52....

IN THE MATTER

PRO FORMA DEGREE OF
INCORPORATION.

OF NO. 193898

THE SPORTS CAR CLUB OF ST. LOUIS,
INCORPORATED,

NOW on this day come..... A. L. Von Rump,..... as president,
James Austin Jr., as Vice-President,..... W. Bruce Carson,..... as secretary and
..... W. Bruce Carson,..... as treasurer, of
.THE. SPORTS. CAR. CLUB. OF. ST.. LOUIS,. INCORPORATED.,.....

and submit to the Court the articles of Agreement of said Association, together with a petition, praying for a pro forma decree thereon, in manner provided by law; and it appearing to the Court that said petition has remained on file in the office of the Clerk of this Court for at least three days since the same was first presented to the Court, and the Court having duly examined said articles of Agreement, and being duly advised in the premises, doth now consider, adjudge and determine that such articles of Agreement and the purposes of the Association as therein expressed, come properly within the purview of Article X of Chapter 33 of the Revised Statues of the State of Missouri, 1939, entitled, "Benevolent, Religious, Scientific, Educational and Miscellaneous Association," and are not inconsistent with the Constitution or laws of the United States or of the State of Missouri.

Therefore, it is ordered, adjudged and decreed by the Court, that the petitioners and their associates named in said Articles of Agreement, be, and are hereby created a body politic and corporate by and under the name of...THE. SPORTS. CAR. CLUB. OF. ST.. LOUIS,. INCORPORATED.....

STATE OF MISSOURI }
COUNTY OF ST. LOUIS } SS

I, Raymond O. Douglas,...., Clerk of the Circuit Court, County of St. Louis, State aforesaid, certify the above to be a true copy of the order made in the matter aforesaid, as fully as the same remains of record in my office.

IN TESTIMONY WHEREOF, I hereunto set my hand and affix the seal of said Court, at my office, in the City of Clayton, County of St. Louis, Missouri, this... 3rd.... day of... March.... A. D. 19. 52..

Raymond O. Douglas
Clerk Circuit Court



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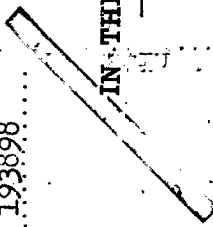
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Walter H. Tolson
Secretary of State

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No. 193898 Division Two



IN THE MATTER
OF

THE SPORTS CAR CLUB OF ST. LOUIS,
INCORPORATED.

Pro Forma Decree of Incorporation
and Articles of Agreement.

BOOK 2940 PAGE 169
FILED FOR RECORD

SEP 27 1952
At 10:38 O'clock A.M.
GERALD J. DONWORTH
RECORDER OF DEEDS

18

STATE OF MISSOURI

County of St. Louis ss.

I, the undersigned Recorder of Deeds for said County and State, do hereby certify that the foregoing and annexed instrument of writing was filed for record in my office, on the 27 day of Sep A. D. 1952 at 10:38 o'clock A.M. and is truly recorded in book 2940 Page 169.

Witness my hand and official seal on the day and year aforesaid

Gerald J. Donworth
Recorder
By *[Signature]*
Deputy Recorder

