

**ARTICLES OF ASSOCIATION
OF THE GREATER ATLANTA
BRITISH MOTORCYCLE ASSOCIATION**

ARTICLE NO. 1.

This Club shall be known as the GREATER ATLANTA BRITISH MOTORCYCLE ASSOCIATION (hereinafter "GABMA").

ARTICLE NO. 2.

GABMA is an unincorporated association of the active members of GABMA, and is not organized, promoted or advertised as a corporation or partnership, any representations to the contrary being expressly denied.

ARTICLE NO. 3.

This unincorporated association shall have perpetual duration.

ARTICLE NO. 4.

The purposes for which GABMA is formed are as follows:

(a) The establishment, maintenance, and management of GABMA is for the purposes designated for social clubs within the meaning of Section 501(c)(7) of the Internal Revenue Code of 1986, as amended (the "Code") including, for such purposes, promotion of the sport of motorcycling and motorcycle safety in general, and, in particular, to provide technical support, advice, social companionship and fellowship for all GABMA members and other persons owning or interested in motorcycles manufactured in Great Britain, and any and all persons owning or interested in antique or classic motorcycles of any make or model, promoted by intercourse and contact with each other, to publish a newsletter, to organize and promote the GABMA "British in the Blue Ridge" rally and camp-out, to organize and promote other motorcycle-related events, and to designate a place where meetings or other gatherings may be held, where questions of the day may be discussed and innocent amusements engaged in, with privileges of providing and furnishing diet and refreshments of any and all kinds, and to award plaques, prizes and other honoraria for motorcycling related activities.

(b) GABMA's objects shall be and are benevolent, social and altruistic, to promote and encourage friendship and kindly intercourse and to aid protect and assist its members and other motorcyclists and to do and perform every lawful act and thing necessary and expedient to be done, or performed for the efficient conducting of said activities as authorized by the laws of Georgia and of these United States, and to have and to exercise all the powers conferred by the laws of Georgia upon unincorporated associations.

(c) GABMA is not organized and shall not be operated for pecuniary gain or profit. No part of the property or net earnings of GABMA shall inure to the benefit of or be distributable to its officers, members or other private persons, except that GABMA shall be authorized and empowered to pay reasonable compensation for services rendered, materials provided, and the rental of land and such other expenses as are necessarily incurred in publishing the GABMA newsletter, the annual "British in the Blue Ridge" motorcycle rally, and such other social events that are sponsored in whole or in part by GABMA during the year.

ARTICLE NO. 5.

The affairs of GABMA shall be managed by the Executive Committee, composed of all current elected GABMA officers. The number and designation of GABMA officers and the method of election shall be set out in the GABMA Bylaws.

ARTICLE NO. 6.

GABMA shall have members. The number, qualifications for and other matters relating to its members shall be as set forth in the Bylaws.

ARTICLE NO. 7.

Upon dissolution of GABMA's affairs, the Executive Committee shall, after paying or making provision for the payment of all GABMA's liabilities with such assets as may be available, then distribute, transfer, convey,

deliver and pay over all of the assets of GABMA then remaining, if any, to any other organization qualifying under Section 501(c)(3) or other 501(c) Sections of the Code as an exempt organization. In the event that, for any reason, upon dissolution of GABMA the Executive Committee shall fail to act in the manner herein provided within a reasonable period of time, the Senior Judge of the Superior Court of Early County, Georgia shall make such distribution, exclusively upon the application of one or more persons having a real interest in GABMA or its assets.

ARTICLE NO. 8.

These Articles of Incorporation are herein immediately adopted by a two-thirds voice vote of all active GABMA members in attendance at the December 1990 meeting, as attested to by the below signed officers and members of the Executive Committee.

ARTICLE NO. 9.

These Articles of Incorporation may be amended or supplemented to hereafter, only as follows:

- (a) The proposed amendment must be submitted in writing to a member of the Executive Committee;
- (b) The proposed amendment must then be advertised in the monthly newsletter and voted on at the following regular meeting;
- (c) A quorum of at least fifteen active members or one half of the number of all active members, whichever is lesser, must be present to vote on a proposed amendment to these Articles, or the vote shall be carried over to the next regular meeting; and
- (d) A two-thirds vote of the above described quorum shall be necessary for the proposed amendment to carry.

ARTICLE NO. 10.

The active members of GABMA shall subsequently vote by simple majority at the December 1990 meeting to adopt Bylaws to supplement these Articles of Association. Thereafter the Bylaws may be amended or supplemented to hereafter, only as follows:

- (a) The proposed amendment must be submitted in writing at to a member of the Executive Committee, who will read the proposed amendment to the members present at the next regular meeting; and
- (b) A simple majority of the membership present shall carry a vote to amend the Bylaws, provided however, that two-thirds of the standing Executive Committee may veto any such vote by submitting their written proxy to be published in the next following newsletter.