

ARTICLES OF INCORPORATION
OF
CENTRAL MOTORCYCLE ROADRACING ASSOCIATION, INC.

FILED
In the Office of the
Secretary of State of Texas

AUG 29 1991

Corporations Section

We, the undersigned natural persons, at least three (3) of whom are citizens of the State of Texas, and who are of the age of eighteen (18) years or more, acting as incorporators of a corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE ONE

NAME

The name of the corporation is Central Motorcycle Roadracing Association, Inc.

ARTICLE TWO

NONPROFIT CORPORATION

The corporation is a nonprofit corporation.

ARTICLE THREE

DURATION

The period of its duration is perpetual.

ARTICLE FOUR

PURPOSES

- (1) The purposes for which this corporation is formed are:
 - (a) To operate a membership association that will promote and conduct motorcycle races.
 - (b) To raise funds for the education of motorcycle roadracers and the promotion of the sport of motorcycle roadracing.
 - (c) To have and exercise all the rights and powers conferred on nonprofit corporations under the Texas Non-Profit Corporation Act, as such law is now in effect or may at any time hereafter be amended.
 - (d) To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

1 1 1 5 1 1 0 7 0 0

(2) No part of the net earnings of the corporation is distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Third hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the court of Common Pleas of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

(3) Notwithstanding any of the foregoing statements of purposes and powers, this corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation as set forth in Paragraph (1) of this Article four, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits, or dividends to its members as such, except on dissolution and winding up.

This corporation is organized pursuant to the Texas Non-Profit Corporation Act and does not contemplate pecuniary gain or profit to the members thereof and is organized for nonprofit purposes.

ARTICLE FIVE

INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the corporation is 2925 LBJ Freeway, Suite 188, Dallas, Texas 75234, and the name of its initial registered agent at such address is Kenneth Alan Thomas.

ARTICLE SIX

BOARD OF DIRECTORS

The number of directors constituting the initial board of directors of the corporation is three (3), and the name and addresses of the persons who are to serve as the initial directors are: Joe Avant, Bert Humble, and Charles Brothers, 435-B-1, FM 1092, Box 265, Stafford, Texas 77477.

ARTICLE SEVEN

INCORPORATORS

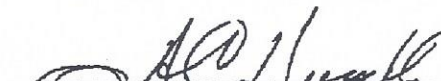
The name and street address of each incorporator is:

Joe Avant	435-B-1, FM 1092, Box 265 Stafford, Texas 77477
Bert Humble	435-B-1, FM 1092, Box 265 Stafford, Texas 77477
Charles Brothers	435-B-1, FM 1092, Box 265 Stafford, Texas 77477

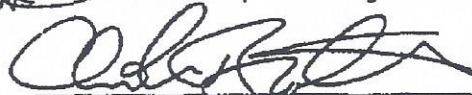
IN WITNESS WHEREOF, I have hereunto set our hands, this 24th day of August, 1971.



Joe Avant, Incorporator

A.C. 

Bert Humble, Incorporator

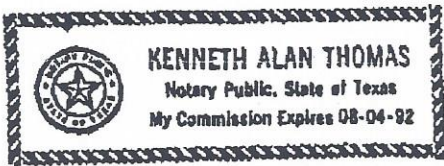


Charles Brothers, Incorporator

STATE OF TEXAS
COUNTY OF DALLAS

I, Kenneth Alan Thomas, a notary public, do hereby certify that on this 27th day of August, 1991, personally appeared before me Joe Avant, Charles Brothers and A.C. Humble, who, each being by me first duly sworn, severally declared that they are the persons who signed the foregoing document as incorporators, and that the statements therein contained are true.

IN WITNESS WHEREOF, I have hereunto set my hand and seal the day and year above written.



Kenneth Alan Thomas
Notary Public

Notary in and for Dallas County,
Texas.