

## Articles of Incorporation

The undersigned, a majority of whom are citizens of the United states hereby associate to form a nonstock, not for profit, corporation under the provisions of Chapter 2 of Title 13.1 of the Code of Virginia and to that end set forth the following:

### Article I: Name

The name of this corporation shall be Tigers East/Alpines East.

### Article II: Purpose

Said corporation is organized exclusively for social and recreational purposes under 501 (c) (7) of the Internal Revenue Code, or corresponding section of any future federal tax code.

The purpose is to promote interest in the SUNBEAM marque in general, and the Tiger/Alpine segment in particular, to aid in the restoration, preservation, and enjoyment of these vehicles; to promote cooperation among other similar SUNBEAM organization; and to increase communication and fellowship among those persons who are interested in this objective through social activities.

Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree engage in any activities or exercise any power that are not in furtherance of the purpose of this corporation.

### Article III: Membership

Membership is open to any persons who support the purpose of the organization and who so signifies by submitting an application. A person so applies and is accepted by a duly authorized officer becomes a member.

- A. A member remains in good standing as long as dues are not in arrears. Every member in good standing is entitled to all rights and privileges and membership, including the right to vote and hold office. Eligible persons residing in the same household may apply for a joint membership, and each, upon acceptance, becomes individually a member in good standing. In the case of such membership, only one copy of each club publication will be sent to the household.
- B. Minimum age for a member is 16 years of age.
- C. A member may resign at any time by notifying the Secretary in writing. A member who resigns is not entitled to a refund of dues.

- D. "Members shall be given two (2) months advance notice of membership dues prior to a member's annual renewal date. A warning notice that membership is about to expire will be sent one (1) month prior to a member's renewal date. If dues are not received in full by the member's annual due date, then the member shall be dropped from the club ranks."

"If, in the event membership is renewed after the annual renewal date, then a new renewal date shall be established for that member commencing with the date dues are received in full. Newsletters and other club information and publications will not be provided for the period of inactivity without additional charge."

- E. The Board of Directors may suspend or expel any member whose conduct is, in their judgement, in conflict with the purpose of the organization. Such action shall be taken only after the member has been informed of the charges, and has had an opportunity to be heard. At the discretion of the Board of Directors, such hearing may be a personal hearing or a hearing by written correspondence.

#### Article IV: Officers

The elected officers shall be the President, Vice-President, Secretary and Treasurer. Elected officers must be members in good standing.

- A. An elected officer may resign by giving written notice to the President or the Secretary. An elected officer who ceases to be a member in good standing thereby resigns his/her office. A majority of the Board of Directors may remove any officer for cause. Such action shall be taken only after the officer has been informed of the charges, and has had an opportunity to be heard. At the discretion of the Board of Directors, such hearing may be a personal hearing or a hearing by written correspondence.
- B. Any vacancy in these offices shall be filled by a majority of the Board of Directors for the remainder of the term of office.
- C. No elected officer shall receive any compensation for his service in the office, but by action of the Board of Directors he/she may be reimbursed for expenses incurred.
- D. The term of an officer is one fiscal year.
- E. An officer may succeed himself, for one term.

#### Article V: Board of Directors

The Board of Directors shall consist of one representative from each region and/or club approved by the officers and hereafter referred to as the Board.



- A. The Board shall have final authority to act in all matters concerning the organization, subject to law.
- B. No elected officer may concurrently serve on the Board.
- C. The term of a member of the Board is two years. Any member may succeed himself/herself.
- D. A Director may resign at any time by notifying the President or Secretary in writing. A director who ceases to be a member thereby resigns his/her office. The majority board may remove a Director for cause. Such action shall be taken only after the Director has been informed of the charges, and has had an opportunity to be heard. At the discretion of the Board, such hearing may be a personal hearing or a hearing solely by written correspondence.
- E. Any vacancy on the Board shall be filled by action of a majority of the remaining members of the Board for the remainder of the term.
- F. An annual meeting of the Board, including the officers, shall be held on the day preceding the annual membership meeting.
- G. A special meeting of the Board may be called by the President, or shall be called upon petition by any three Board members. Reasonable notice of any special meeting must be provided to each member of the Board.
- H. A quorum at any regular or special meeting of the Board shall be at least one-half of the members of the Board. Providing a quorum is present, approval is by majority vote. Officers do not have a vote at a Board of Directors' meeting. A meeting shall be adjourned or recessed in the absence of a quorum.
- I. Meetings of the Board are open to any member in good standing.
- J. No part of the net earnings of the corporation shall incurr to the benefit of, or be distributable to its members, Director, 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 for expenses incurred.
- K. The number of directors constituting the initial Board of Directors is nine (9) and the names and address of the persons who are to serve as the initial directors are:

Tom Stanbro  
2508 Brinkley Dr.  
Spring Lake, NC  
28390

Bud Elliott  
2416 Schaeffer St.  
Norfolk, VA 23513

Tom Calvert  
308 Riverdale Rd.  
Severna Park, MD  
21146



Tom Ehrhart  
15 Knight Drive  
Harrisburgh, PA  
17111

Eric Morris  
856 Broadmoor Road  
Huntington Valley, PA  
19006

Steve Hansen  
152 Mt. Kemble Ave.  
Morristown, NJ 07960  
07960

Charles Wainwright  
686 Prospect Ave.  
W. Springfield, MA

Adam Grant  
16 Cliffside Drive  
Cranston, RI 02920

Henry Ward  
MR 39 Glenwood Road  
Binghamton, NY 13905

- L. "Indemnification - Every Director and Officer of the organization and such others as specified from time to time by the Executive Committee, shall be indemnified by the Organization against all expenses and liability including counsel fees, reasonable incurred or imposed upon them in connection with any proceeding to which they may be made a party, or in which they may become involved, by reason of being or having been a Director or Officer of the Organization, or as settlement thereof, whether the person is a Director or Officer at the time such expenses are incurred, except in such cases wherein the Director or Officer is adjudged guilty of willful misfeasance or malfeasance in the performance of duties. The foregoing right of indemnification shall be in addition to and not exclusive of all other rights of all other rights to which the indemnified may be entitled."
- M. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (7) 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.

Article VI: Registered Agent

- A. The name of the city in which the initial registered office is located is Norfolk, VA 23513.
- B. The post office address of the initial registered office is 2416 Schaeffer Street, Norfolk, VA 23513.
- C. The name of its registered agent is Mr. Bud Elliott who is a resident of Virginia and who is a director of the corporation, and whose business office is the same as the registered office of the corporation.

Dated February 11, 1985

  
Registered Agent/Director

SCC9

266892

COMMONWEALTH OF VIRGINIA  
STATE CORPORATION COMMISSION

RICHMOND, February 15, 1985

The accompanying articles having been delivered to the State Corporation Commission on behalf of

TIGERS EAST/ALPINES EAST

and the Commission having found that the articles comply with the requirements of law and that all required fees have been paid, it is

ORDERED that this CERTIFICATE OF INCORPORATION

be issued, and that this order, together with the articles, be admitted to record in this office of the Commission; and that the corporation have the authority conferred on it by law in accordance with the articles, subject to the conditions and restrictions imposed by law.

Upon the completion of such recordation, this order and the articles shall be forwarded for recordation in the office of the Clerk of the Circuit Court, City of Norfolk .

STATE CORPORATION COMMISSION

By Thomas P. Harwood, Jr.

Commissioner