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STATE OF WASHINGTON

DEC 10 1998

RALPH MUNRO
SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF
NORTHWEST BRITISH CLASSICS

The undersigned, acting as an incorporator under the Washington Nonprofit Corporation Act (Revised Code of Washington 24.03), hereby adopts and executes the following Articles of Incorporation.

ARTICLE I

Name

The name of the corporation is NORTHWEST BRITISH CLASSICS.

ARTICLE II

Effective Date/Duration

The effective date of commencement of the corporation shall be January 1, 1999 and the period of duration of the corporation shall be perpetual.

ARTICLE III

Purposes

The purposes for which this nonprofit corporation is formed are:

1. To encourage and promote the preservation, restoration, ownership, operation and enjoyment of classic and special interest British automobiles, particularly sports cars; and
2. To engage in any activity or business designed to accomplish such purposes and any other lawful activity which may hereafter be authorized from time to time by the Board of Directors.

ARTICLE IV

Powers

This corporation shall have the power to do all lawful acts or things necessary, appropriate, or desirable to carry out and in furtherance of its purposes described in Article III.

ARTICLE V

Registered Office and Agent

The address of the initial registered office of the corporation is 1917 West Montgomery, Spokane, Washington 99205. The name of its initial registered agent at such address is Tim Jones. The written consent of such person to serve as registered agent is attached hereto.

ARTICLE VI

Board of Directors

The management of the corporation shall be vested in a Board of Directors. The number of directors and the method of selecting directors shall be fixed by the Bylaws of the corporation; provided, that the initial directors shall be four (4) in number. Their names and addresses are as follows:

John Hunt
11216 E. Frederick
Spokane, WA 99206

Bob Kienel
1504 N. Aladdin
Greenacres, WA 99016

Sally Bishop
P.O. Box 337
Garfield, WA 99130

Tim Jones
1917 W. Montgomery
Spokane, WA 99205

The initial directors shall serve until the first organizational meeting of the Board of Directors and thereafter until their successors are elected by the members in accordance with the Bylaws, and qualified.

ARTICLE VII

Bylaws

The Board of Directors is authorized to make, alter, amend, or repeal the Bylaws of the corporation and members shall have the power to alter, amend, or repeal such Bylaws only as provided therein.

ARTICLE VIII

Limitations

The corporation shall have no capital stock and no part of the net earnings of the corporation shall inure in whole or in part to the benefit of, or be distributable to, any officer, director or other individual having a personal or private interest in the activities of the corporation, or to any person or organization other than an organization which is exempt from

federal income taxation under Sections 501(a) and 501(c)(3) of the Internal Revenue Code, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred in its behalf, and to make payments and distributions in furtherance of the purposes stated in Article III hereof.

ARTICLE IX

Transactions Involving Directors

No contracts or other transactions between this corporation and any other corporation, and no act of this corporation shall in any way be affected or invalidated by the fact that any director of this corporation is pecuniarily or otherwise interested in, or is a trustee, director, or officer of, such other corporation. Any director, individually, or any firm of which any director may be a member, stockholder, officer or director, may be a party to, or may be pecuniarily or otherwise interested in, any contracts or transactions of the corporation; provided, that the fact that such director or such firm is so interested shall be disclosed to or shall have been otherwise known by the Board of Directors.

ARTICLE X

Distributions Upon Dissolution

Upon any dissolution of the corporation under provisions of the laws of the State of Washington for nonprofit corporations, all of its assets remaining after payment of creditors shall be distributed to one or more organizations, selected by the Board of Directors, which are qualified as exempt from taxation under the provisions of Sections 501(a) and 501(c)(3) of the Internal Revenue Code, or any successor statutes, and which further the purposes set forth in Article III. In no event shall any of the corporation's assets be distributed to the officers, directors, or members of the corporation.

ARTICLE XI

Amendments

The corporation reserves the right to amend, alter, change, or repeal any provision contained in these Articles of Incorporation in accordance with the provisions of the Bylaws.

ARTICLE XII

Members

The corporation shall have one or more classes of members as defined in the Bylaws.


ARTICLE XIII

Incorporator

The name and address of the incorporator are: Charles V. Carroll
Attorney at Law
221 N. Wall, Suite 624
Spokane, WA 99201

DATED: December 1, 1998

Incorporator:

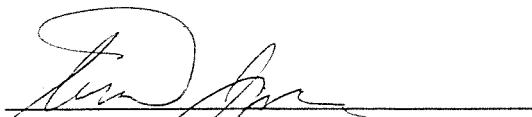


Charles V. Carroll

CONSENT TO APPOINTMENT OF REGISTERED AGENT

The undersigned, TIM JONES, hereby consents to serve as registered agent, in the State of Washington, for NORTHWEST BRITISH CLASSICS. I understand that as agent for the corporation, it will be my responsibility to accept service of process in the name of the corporation, to forward all mail and license renewals to the appropriate officer of the corporation, and to immediately notify the Office of the Secretary of State of my resignation or of any changes in the address of the registered office of the corporation for which I am agent.

Dated: December 1, 1998



Tim Jones, Registered Agent