

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION**

OF

MERCEDES-BENZ CLUB OF AMERICA, INC.

ARTICLE I

Name

The name of this corporation shall be: “Mercedes-Benz Club of America” (herein the “Corporation”). The Corporation is organized and operated as a Colorado nonprofit corporation pursuant to the Colorado Revised Nonprofit Corporation Act (the “Act”).

ARTICLE II

Term

The Corporation shall have perpetual existence.

ARTICLE III

Purposes

The objects and purposes for which this Corporation is organized, and the nature of the business to be transacted, promoted and carried on, and the powers it shall possess and may exercise, are as follows, to-wit:

1. To promote, facilitate and serve the interests of past and present owners and enthusiasts of Mercedes-Benz motor cars, including any subsidiaries and marques of Mercedes-Benz (herein “Participants”);
2. To educate Participants and members of the general public regarding Mercedes-Benz motor cars and the marque;
3. To represent the marque in contemporary motoring circles;
4. To prepare, compile, and distribute data and information to members of the Corporation, Participants, and the public interested in such motor cars as a hobby and to otherwise be a principal source of educational materials on such cars;
5. To conduct or promote meets, competitions, concours d'elegance, rallies, tours, motor shows, road races, etc., in the field of amateur sports to compile records of all existing types of Mercedes-Benz cars; and

6. To pursue the above purposes in furtherance of the hobby of the ownership and maintenance of the aforesaid motor cars, antique and modern for pleasure and recreation.

In furtherance of the foregoing purposes and objectives (but not otherwise), the Corporation shall have and may exercise all of the powers now or hereafter conferred upon nonprofit corporations organized under the laws of Colorado and may do everything necessary or convenient for the accomplishment of any of the Corporate purposes, either alone or in connection with other organizations, entities or individuals, and either as principal or agent, subject to such limitations as are or may be prescribed by law.

ARTICLE IV

Asset Distribution Upon Dissolution or Liquidation

Upon dissolution of the Corporation, all of the assets shall be paid over or transferred to one or more tax-exempt organizations of a kind described in Section 501(c)(7) organized and operated for similar purposes or described in Section 501(c)(3) of the Internal Revenue Code (or the corresponding Section or Sections of any other federal revenue law hereinafter enacted), contributions to which are deducted for federal income tax purposes. Determination as to which organization or organizations, as defined above, shall be the recipients of such assets shall be in the discretion of the Board of Directors.

ARTICLE V

Directors

The management of the affairs of the Corporation shall be vested in a board of directors, except as otherwise provided in the Act, these Articles of Incorporation or the Bylaws of the Corporation. The number of directors, their classifications, if any, their terms of office and the manner of their election or appointment shall be as provided from time to time in the Bylaws of the Corporation.

ARTICLE VI

Offices

The registered office of the Corporation shall be located at 36 South 18th Avenue, Suite D, Brighton, Colorado 80601, and the name of the registered agent at such address shall be Universal Registered Agents, Inc.

ARTICLE VII

Membership

The Corporation shall have such classes of members as shall be designated in the Bylaws, and whose manner of election or appointment, and rights, shall also be designated in the Bylaws.

ARTICLE VIII

Bylaws

Except to the extent limited by the Act, the Board of Directors of the Corporation shall have the power to make and adopt Bylaws as it may consider proper and expedient for the conduct and management of its business and affairs and to repeal and revise the same from time to time as it may see fit; provided, however, that the same shall in no way be inconsistent with the provisions of these Articles or with the laws of the State of Colorado.

ARTICLE IX

Limitation of Director Liability

No director shall be personally liable to the Corporation for monetary damages for breach of fiduciary duty as a director, except that the foregoing shall not eliminate or limit liability of a director to the Corporation for monetary damages for the following: (a) any breach of the director's duty of loyalty to the Corporation, (b) acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (c) acts specified in C.R.S. Section 7-128-403, as it now exists or hereafter may be amended, or (d) any transaction from which the director directly or indirectly derived an improper personal benefit. If the Colorado Revised Nonprofit Corporation Act hereafter is amended to authorize the further elimination or limitation of the liability of directors, then the liability of a director of the Corporation, in addition to the limitation on personal liability provided herein, shall be further eliminated or limited to the fullest extent permitted by the Act. Any repeal or modification of this Article IX shall be prospective only and shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

ARTICLE X

Amendments

The board of directors shall have the power and authority at any time and from time to time to amend these Articles of Incorporation without member approval to the extent provided in the Act. In addition, these Articles of Incorporation may be amended in any other respect at any time and from time to time by action of the board of directors and voting members in the manner and to the extent provided by the Colorado Revised Nonprofit Corporation Act.