

**ARTICLES OF INCORPORATION
OF
GEORGIA FIEROS INC.**

Article 1

*The name of the corporation is:
GEORGIA FIEROS INC..*

Article 2

The corporation is organized pursuant to the Georgia nonprofit corporation code exclusively for charitable, educational, and scientific purposes within the meaning of IRC 501(c) (3)

Article 3

The street address of the registered office is 161 Air Acres Way, Woodstock, Georgia 30188, in Cherokee county. The registered agent at such address is Charles W. Willyard

Article 4

The name and address of each incorporator is:

*Charles Willyard
161 Air Acres Way
Woodstock, Ga. 30188*

*RAMON ARTERO
ANY STREET
Marietta, Ga. 30152*

*PAUL McKIBBONS
ANY STREET
Cartersville, Ga. 30184*

Article 5

The Corporation will have members

Article 6

The principal mailing address of the corporation is 161 Air acres way, Woodstock, Ga. 30188 in Cherokee County

Article 7

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to it's members, trustees, officers, or other private person, 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 2 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 publication or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Not withstanding any other provisions of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in the purposes of this corporation.

ARTICLE 8

Upon dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of IRC 501(c)(3) of the internal revenue code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government for public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction 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 for such purposes.

IN WITNESS WHERE OF, the undersigned has executed these articles of incorporation.

This _____ day of _____, 2002

*Charles W. Willyard
incorporator*

**BY-LAWS OF
GEORGIS FIEROS INC.**

ARTICLE 1

The corporation shall be known as Georgia Fieros Inc., a corporation not for profit.

**ARTICLE 2
OBJECTIVES**

The objectives of this corporation are as follows: promotion of public safety upon and around streets and highways, and related activities through education and other programs designed to improve driver skills and knowledge.

**ARTICLE 3
MEMBERSHIP**

Membership is open to all Fiero owners and enthusiasts.

**ARTICLE 4
SECTION 1. ANNUAL MEETING**

The annual meeting of the membership of this corporation shall be determined by a majority vote of the Board of Directors during the first called annual meeting each new year.

SECTION 2. SPECIAL MEETINGS

Special meetings may be held at the call of the president, or by written request from three (3) members of the Board of Directors.

SECTION 3. NOTICE OF MEETINGS

Notice of the annual meeting shall be given thirty (30) days prior to the scheduled meeting. Notice of special meetings shall be given, in writing, to each member fourteen (14) days prior to the scheduled meeting.

SECTION 4. QUORUM

Twenty (20) percent (including corporate officers present, and excluding honorary members) shall constitute a quorum for the transaction of business, but if at any meeting there is less than a quorum present, a majority of those present may adjourn the meeting from time to time and place to place until a quorum is present.

SECTION 5. VOTING

Every active member of the corporation in good standing shall have the right and be entitled to vote at any annual, or special meeting of the corporation.

ARTICLE 5

SECTION 1. NUMBER OF BOARD MEMBERS

The business, property, and affairs of this corporation shall be managed by a board of directors composed of five (5) persons who shall be officers and members of this corporation.

SECTION 2. COMPOSITION OF THE BOARD AND TERM OF OFFICE

- A. At the first called meeting of the membership of this corporation, the members in good standing shall nominate and elect five (5) members in good standing to serve as directors for one year. Succeeding years the membership in good standing will nominate, and elect five (5) members in good standing to serve as directors of the corporation. The one-year term shall begin on the first day of January of each year. A director may serve consecutive terms with no limitations of the number of terms prescribed by the corporation.
- B. The directors shall have an organizational meeting to elect officers of the corporation by the fifteenth of December to provide transition of the board.

SECTION 3. DUTIES OF THE BOARD

The board shall transact all financial and other business of the corporation. It shall determine the policies, fiscal matters, employment of staff, and other personnel conducting the affairs of the corporation.

SECTION 4. QUORUM

The presence of at least three (3) board members shall be necessary to constitute a quorum to transact board business.

SECTION 5. TIME OF MEETING

The board shall meet at least two (2) times annually, and at such times as called by the president, or by three (3) board members. Notice of each meeting shall be sent to each board member in writing at least fourteen (14) days prior to each meeting. The secretary shall give notice of each special meeting to each board member

Not less than three (3) days before the meeting, unless each member shall waive notice before, during, or after the meeting.

SECTION 6. VACANCY

A vacancy of one or more of the five (5) elected board members shall be filled at a special called meeting of the membership. The membership in good standing shall nominate and elect a member in good standing to fill the vacancy. The person so elected shall serve the remainder of the term of the board member(s) being replaced.

SECTION 7. ANNUAL REPORT

The President and Secretary shall present their respective reports at the operation of the Corporation for the preceding year, at the annual meeting of the board of directors and of the membership.

SECTION 8. ANNUAL AUDIT

The board shall cause an annual audit of the financial records of the corporation to be conducted by a committee of three (3) members, appointed by the President. The report of this committee shall be submitted at the annual meeting of the board of directors and of the membership.

ARTICLE 6

OFFICERS OF THE CORPORATION

SECTION 1. ELECTION AND DUTIES OF OFFICERS

At the organizational meeting of the new board of directors, the board shall elect the president, Vice President, and Secretary/Treasurer of the corporation. Officers so elected shall serve a term of one (1) year.

SECTION 2. PRESIDENT

The President shall preside at all meetings of the board, and shall perform all of the duties usually pertaining to the office of president, including preparation of the agenda. The President shall have authority to appoint additional committees on an as needed basis. The appointment of such committees must be approved by a majority approval of the board of directors.

SECTION 3. VICE PRESIDENT

The Vice President shall perform the duties of the president whenever the latter is absent for any reason, or cause.

SECTION 4. SECRETARY/TREASURER

- A. The secretary/treasurer shall keep the minutes of all meetings of the membership and of the board; shall exercise general supervision over all corporate records of every kind; shall take care of all corporate correspondence and related duties.
- B. The secretary/treasurer shall have custody of all corporate funds and negotiable items of property, including checks, bonds, accounts receivable, and all other evidences of monies due; shall maintain full and detailed records thereof and shall account therefore as the board directs; shall disburse all budgeted items of expense promptly; shall furnish bond for the faithful performance of his/her duties as the board shall direct, however, shall not be personally obligated for the payment of any bond premium. Checks shall be signed by the secretary/treasurer of disbursement of non-budgeted funds at the discretion of the President for discretionary expenses not to exceed fifty (50) dollars per month; by the action of the majority of the board for non-budgeted items exceeding fifty (50) dollars

ARTICLE 7 FISCAL YEAR

The fiscal year of the corporation shall be the calendar year.

ARTICLE 8 RULES OF ORDER

The rules contained in Robert's Rules of Order, newly revised. Shall be the parliamentary authority for all matters of procedure not specifically covered in these by-laws in the event of a parliamentary dispute.

ARTICLE 9 AMENDMENT TO THE BY-LAWS

The board of directors, or the members may later amend, revise, add to, repeal, or rescind these by-laws, or adopt new by-laws at their pleasure by a two-thirds (2/3) majority vote of the total membership of the corporation present and submitted proxies at any meeting of the corporation.

ARTICLE 10
COMPENSATION

No compensation shall be paid to board members for services performed by them for the corporation. The board of directors shall annually review and approve the compensation of employees of the corporation.

ARTICLE 11
DUES

The annual dues for members of the corporation shall be twenty five (25) dollars. Dues may be increased or decreased by a two-third ($2/3$) majority vote of the total membership of the corporation present and submitted proxies at any meeting of the corporation.