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RESTATED ARTICLES OF INCORPORATION
OF
PORSCHE CLUB OF AMERICA - SAN DIEGO REGION, INC.

FILED
In the office of the Secretary of
of the State of California

MAR 08 2004

Kevin Shelley

KEVIN SHELLEY, Secretary of

1. The undersigned, Bill Allen and Ralph Linares, certify that they are the president and the secretary, respectively, of Porsche Club of America - San Diego Region, Inc., a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

A. This corporation is a Nonprofit Mutual Benefit Corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. The specific purposes for which this corporation is formed are to promote the common interests among its members and other non-profitable purposes.

C. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE II

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.

ARTICLE III

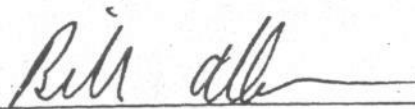
The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is authorized to indemnify the "agents" (as defined in Section 7237(a) of the California Corporations Code) of the corporation to the fullest extent permissible under California law.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

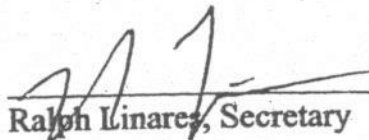
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Executed at San Diego, California, on February 4, 2004.



Bill Allen, President



Ralph Linares, Secretary

