

MINUTES OF FIRST MEETING OF INCORPORATORS AND DIRECTORS  
OF

FOUR CYLINDER CLUB OF AMERICA  
A California Non-Profit Corporation.

Glendale, California  
August 22, 1951

The incorporators and directors named in the Articles of Incorporation of the FOUR CYLINDER CLUB OF AMERICA, a California Non-Profit Corporation, and constituting the Board of Directors of said corporation, held their first meeting at 201 South Glendale Avenue, in the City of Glendale, County of Los Angeles, State of California, on the 22nd day of August, 1951, at 9:30 o'clock P.M. of said day.

Present at said meeting were:

John E. Foster,  
William Friedauer,  
Luanne Privett,  
Gloria Dearborn, and  
Glen Fancher,

being all of the incorporators and directors of said corporation named in its Articles of Incorporation.

Upon motion duly made and by unanimous vote, Mr. John E. Foster was elected Temporary Chairman and Gloria Dearborn was elected Temporary Secretary of the meeting.

The Chairman announced that the meeting was held pursuant to written waiver of notice thereof and consent thereto signed by all of the incorporators and directors of the

corporation named as such in the Articles of Incorporation; such waiver and consent was presented to the meeting, and upon motion duly made and unanimously carried, was made a part of the records of the meeting, and now precedes the minutes of this meeting in the book of minutes of the corporation.

The Chairman stated that the original Articles of Incorporation of the corporation had been filed in the office of the California Secretary of State on the 19th day of July, 1951, and that a copy thereof, certified by said Secretary of State, had been filed in the office of the County Clerk of the County of Los Angeles on July 23, 1951, being the County in which the corporation is to have its principal office. He then presented to the meeting a certified copy of said Articles of Incorporation showing the filings as stated and the Secretary was directed to insert said certified copy in the book of minutes of the corporation.

The matter of the adoption of by-laws for the regulation of the affairs of the corporation was next considered. The Secretary presented to the meeting a form of by-laws which were duly considered and discussed. Thereupon, upon motion duly made, seconded and unanimously carried, the following resolutions were duly adopted:

RESOLVED, that the by-laws presented to this meeting and discussed thereat, be and the same hereby are, adopted as and for the by-laws of this corporation;

RESOLVED, further that the Secretary of this corporation be, and she hereby is authorized and

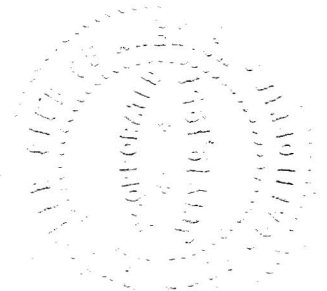
directed to execute a certificate of the adoption of said by-laws and to insert said by-laws as so certified in the book of minutes of this corporation, and to see that a copy of said by-laws, similarly certified, is kept at the principal office for the transaction of business of this corporation.

The meeting then proceeded to the election of officers. The following were duly elected to the offices indicated after the names of each:

John E. Foster	President
William Friedauer	Vice President
Gloria Dearborn	Secretary
Luanne Privett	Treasurer

Each officer so elected being present accepted his office, and thereafter the President presided at the meeting as Chairman and the Secretary acted as Secretary at the meeting.

The Secretary presented for approval of the meeting a proposed seal of the corporation consisting of two concentric circles with the words "FOUR CYLINDER CLUB OF AMERICA -- CALIFORNIA" appearing therein, and the words and figures "INCORPORATED JULY 19, 1951" in the form and figures as follows:



Upon motion duly made, seconded and unanimously carried, the following resolution was duly adopted:

RESOLVED, that the corporate seal, in the form, words and figures presented to this meeting be and the same hereby is adopted as and for the seal of this corporation.

To provide for a deposit for the funds of the corporation, and to authorize certain officers and others to deal with the corporate funds, the following resolution was duly adopted:

RESOLVED, That this corporation open an account or accounts with SECURITY-FIRST NATIONAL BANK OF LOS ANGELES, and that until such authority is revoked by Sealed Notification to said Bank of such action by the Board of Directors of this corporation, JOHN E. FOSTER, President and/or GLEN FANCHER, Director, and/or GLORIA DEARBORN, Secretary, and/or LUANNE PRIVETT, Treasurer of this corporation be and they are authorized any two acting together, to execute checks and other items for and on behalf of this corporation.

RESOLVED FURTHER, That this corporation hereby agrees to the conditions printed in the Pass Book issued in connection with its account with the Security-First National Bank of Los Angeles, and to the By-Laws and rules of said Bank, as to all deposits and withdrawals made on said account and as to other transactions with said bank.

In order to provide for the payment of the costs and expenses of incorporation and organization of the corporation, upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the President and any other authorized signer on the corporation's bank account be, and they hereby are authorized and directed to reimburse Messrs. Walker, Curry, Eilers & Little for the costs and expenses of the incorporation and organization of this corporation.

After some discussion, the location of the principal office of the corporation in the County of Los Angeles, State of California, the county named in the Articles of Incorporation as that in which the principal office for the transaction of the

business of the corporation is to be located was fixed pursuant to the following resolution duly adopted upon motion duly made, seconded and unanimously carried.

RESOLVED, that 201 South Glendale Avenue in the City of Glendale, County of Los Angeles, State of California be, and the same hereby is designated and fixed as the principal office for the transaction of the business of the corporation.

There being no further business to come before the meeting, on motion duly made, seconded and unaimously carried, the meeting adjourned at 10:30 o'clock P.M.

*Gloria Dearborn*

Gloria Dearborn, Temporary Secretary

*Gloria Dearborn*

Gloria Dearborn, Secretary

ATTEST:

*John E. Foster.*  
John E. Foster, Temporary Chairman

*John E. Foster.*  
John E. Foster, President

WAIVER OF NOTICE AND CONSENT TO HOLDING OF  
FIRST MEETING OF INCORPORATORS AND DIRECTORS  
OF  
FOUR CYLINDER CLUB OF AMERICA,  
A Non-Profit Corporation.

We, the undersigned, being all of the incorporators and directors named in the Articles of Incorporation of the FOUR CYLINDER CLUB OF AMERICA, a California Non-Profit Corporation, duly formed by the filing of said Articles of Incorporation in the office of the California Secretary of State on the 19th day of July, 1951, and desiring to hold the first meeting of the incorporators and directors of said corporation for the purpose of completing the organization of its affairs, do hereby waive notice of said meeting and consent to the holding thereof at 201 South Glendale Avenue in the City of Glendale, County of Los Angeles, State of California, on the 22nd day of August, 1951, at 9:30 o'clock P.M. of said day, for the purpose of adopting by-laws, electing officers, adopting a form of corporate seal, providing for a depository for funds of the corporation and transacting such other business as may be brought before said meeting; and we do hereby further agree that any business transacted at said meeting shall be as valid and legal and of the same force and effect as though said meeting were held after notice duly given.

WITNESS our signatures this 22nd day of August, 1951.

John E. Foster  
Gloria Dearborn

Glen W. Fancher  
Luene B. Priest  
William C. Fancher