

**EXHIBIT A TO ARTICLES OF INCORPORATION
OF
CENTRAL DIVISION EAST, AREA 4 OF SCCA, INC. (the "CORPORATION")**

THIRD: The purpose for which the Corporation is formed shall be:
PURPOSE

To establish and maintain rules, regulations and resources in furtherance of the mutual interest in advancement of the amateur sport of automobile competition of those organizations designated as Regions of the Sports Car Club of America, Inc., located within the area designated from time to time as Area 4 thereto.

To operate as a club for the pleasure and recreation of its members within the meaning of section 501(c)(7) of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue law, collectively referred to as the "Code").

To engage in any lawful act, activity or business not contrary to and for which a non profit corporation may be formed under the laws of the State of Ohio.

FOURTH: No part of the net earnings of the Corporation shall inure to the benefit of, or be
PURPOSE distributable to, its directors, officers or other private person, except that the Corporation shall be authorized to pay reasonable compensation for services rendered, to make payments in furtherance of the purposes of the Corporation and to make distributions to its members as authorized by Chapter 1702 of the Ohio Revised Code, including any distribution upon dissolution of the Corporation.

Notwithstanding anything to the contrary in these Articles of Incorporation, the Corporation may not engage in any activity which is not permitted to be engaged in by an organization exempt from federal income tax under section 501(c)(7) of the Code.

FIFTH: The members of the Corporation shall be those persons or organizations described in
PURPOSE the Code of Regulations. The members of the Corporation may be a corporation, whether profit or nonprofit, provided such members otherwise qualify as a member.

SIXTH: No person shall be disqualified from being a director of the Corporation because he or
CERTAIN she is or may be a party to, and no director of the Corporation shall be disqualified
Transactions from entering into, any contract or other transaction to which the Corporation is or may be a party.

No contract, action or other transaction shall be void or voidable for reason.

that any director or officer or other agent of the Corporation is a party thereto, or otherwise has any direct or indirect interest in such contract, action or transaction or in any other party thereto, or for reason that any interested director or officer or other agent of the Corporation authorizes or participates in authorization of such contract, action or transaction, provided that:

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the Board or applicable committee of directors at the time the contract, action or transaction is authorized and the directors or the members of the committee, in good faith reasonably justified by the facts, authorize the contract, action or transaction by at least a majority vote of the disinterested directors or disinterested members of the committee, even though such disinterested directors or members are less than a quorum; or

The material facts as to such interest and as to the contract, action or transaction are disclosed or are otherwise known to the member at the time the contract, action or transaction is authorized and the member authorizes the contract, action or transaction; or the contract, action or transaction (i) is not less favorable to the Corporation than an arm's length contract, action or transaction in which no director or officer or other agent of the Corporation has any interest or (ii) is otherwise fair to the Corporation as of the time it is authorized.

Any interested director may be counted in determining the presence of a quorum at any meeting of the Board or any committee thereof which authorizes the contract, action or transaction.

SEVENTH:
DISSOLUTION

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for payment of all the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for the general public welfare or charitable, education, religious or scientific purposes as shall at the time qualify as an exempt organization or organizations under the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purpose or to such organization or organizations, as said Court shall determine.

EIGHTH:
AMENDMENT

Any provision of these Articles of Incorporation may be amended by the affirmative vote of a majority of the members of the Corporation at any meeting at which a quorum is present; provided that such amendment shall be consistent with the applicable provisions of Chapter 1702 of the Ohio Revised Code.