ARTICLES OF INCORPORATION

11/11/11/1/

Corporations Same

OF

GMC CLASSICS, INC.

I, the undersigned natural person acting as incorporator of a nonprofit corporation under the Texas Non-Profit Corporation Act, do hereby adopt the following Articles of Incorporation for such corporation:

ARTICLE I

The name of the corporation is GMC CLASSICS, INC.

ARTICLE II

The period of its duration is perpetual.

ARTICLE III

The purpose for which the corporation is organized is: A nonprofit social and recreational club for motorhome owners which also educates its members on how to safely operate and maintain their motorhomes.

ARTICLE IIIA

A director of the corporation is not liable to the corporation or its shareholders for monetary damages for an act or omission in the director's capacity as a director, except that this Article does not eliminate or limit the liability for a director for:

- a breach of a director's duty of loyalty to the corporation or its shareholders or members;
- (2) an act of omission not in good faith or that involves intentional misconduct or a knowing violation of the law;

a transaction from which a director received an improper (3) benefit, whether or not the benefit resulted from an

an act of omission for which the liability of a director (4) is expressly provided for by statute; or

action taken within the scope of the director's office;

an act to an unlawful stock repurchase or payment of a (5) dividend.

ARTICLE IV

The address of its initial registered office is 1401 Elm Street, Suite 3404, Dallas, Texas 75202, and the name of its initial registered agent at such address is SALLIE H. O'CONNELL.

ARTICLE V

The number of directors constituting the initial Board of Directors is five (5), and the names and addresses of said persons who are to serve as directors are:

400 Forest Gordon Dunlap

White Oak, Texas 75693

11/11/11/12/2

1327 Keller Lane Gene Dagel

Seguin, Texas 78155

Nancy Fulks P.O. Box 461

78063 Lakehills, Texas

Rt. 2, Box 6-C Corky McHaney

Medina, Texas 78055

5518 Tanbark Gordon L. Wright

Dallas, Texas 75229

ARTICLE VI

The name and address of the incorporator is:

Sallie H. O'Connell

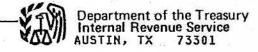
1401 Elm Street, Suite 3404

Dallas, Texas 75202

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IN WITNESS WHEREOF, I have hereunto set my hand this the 6th day of August, 1993.

Sallie H. O'CONNELL



Date of this notice: DEC. 26, 1994
Taxpayer Identifying Number
Form: 2363
Tax Period: 75-2424679

For assistance you may call us at:

1-800-829-1040 ST. OF TX

GMC CLASSICS INC HCR 2 BOX 6C MEDINA TX 78055-9406060

WE CHANGED YOUR NAME AND/OR ADDRESS

THANK YOU FOR YOUR CORRESPONDENCE. AS YOU REQUESTED, WE'VE MADE THE FOLLOWING CHANGES TO YOUR NAME AND/OR ADDRESS:

NAME AND ADDRESS PREVIOUSLY SHOWN ON YOUR ACCOUNT

NAME AND ADDRESS NOW SHOWN ON YOUR ACCOUNT

GMC CLASSICS INC 5518 TAN BARK DALLAS TX 75229-5559182 GMC CLASSICS INC HCR 2 BOX 6C MEDINA TX 78055-9406060

IF YOU DON'T AGREE WITH THIS CHANGE, PLEASE LET US KNOW.