

**State of Indiana**  
**Office of the Secretary of State**

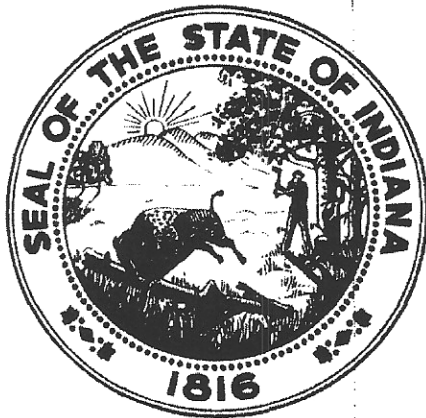
**CERTIFICATE OF INCORPORATION**

of

**BIG CAR MEDIA, INC.**

I, TODD ROKITA, Secretary of State of Indiana, hereby certify that Articles of Incorporation of the above Non-Profit Domestic Corporation have been presented to me at my office, accompanied by the fees prescribed by law and that the documentation presented conforms to law as prescribed by the provisions of the Indiana Nonprofit Corporation Act of 1991.

NOW, THEREFORE, with this document I certify that said transaction will become effective Thursday, August 12, 2004.



In Witness Whereof, I have caused to be affixed my signature and the seal of the State of Indiana, at the City of Indianapolis, August 12, 2004.

A handwritten signature in black ink, reading "Todd Rokita".

TODD ROKITA,  
SECRETARY OF STATE

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APPROVED  
AND INDIANA SECRETARY  
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OF STATE  
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SECRETARY OF STATE

**ARTICLES OF INCORPORATION**

**OF**  
**BIG CAR MEDIA**

The undersigned incorporator, desiring to form a corporation (the "Corporation") pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), executes the following Articles of Incorporation (the "Articles").

**ARTICLE 1**

**Identification**

**Section 1.01. Name.** The name of this Corporation is Big Car Media, Inc.

**ARTICLE 2**

**Purpose and Powers**

**Section 2.01. Type of Corporation.** This Corporation is a public benefit corporation.

**Section 2.02. Primary Purposes.** The purposes for which this Corporation is organized are limited as follows:

**Educational and Literary Purposes.**

(i) To further educational and literary purposes as defined by Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), and limited thereby.

(ii) To perpetuate the above purpose in the event of dissolution by distributing any and all assets to a successor organization similarly dedicated to educational and/or literary purposes as defined by the Code.

**Section 2.03. Additional Purposes.** In addition, the Corporation is formed for the purpose of assisting and engaging in all activities which serve educational and literary purposes, which are permitted by the Act and which are permitted to be carried on by an organization exempt from Federal taxation under the provisions of Section 501(c)(3) of the Code, and the regulations issued pursuant thereto, as amended (the "Regulations") or by an organization contributions to which are deductible under Section 170(c)(2) of the Code, and the Regulations.

**Section 2.04. Limitations.** Nothing contained in these Articles of Incorporation shall be construed to authorize the Corporation to engage in any activities or perform any functions which are not within the definitions of educational or literary purposes as set forth in Section 501(c)(3) of the Code and the Regulations.

**Section 2.05. Limitations Upon Powers.** No part of the net earnings of the Corporation shall inure to the benefit of any member, Director or Officer of the Corporation or to any private individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered by a member, Director, Officer or employee and to pay principal and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a member, Director or Officer to the Corporation. No substantial part of the activities of the Corporation shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, 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. Notwithstanding any other provision of these Articles, the Corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from Federal taxation under Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

### **ARTICLE 3**

#### **Registered Office and Registered Agent**

**Section 3.01. Registered Office.** The street address of the registered office of the Corporation is: 1043 Virginia Ave., Suite 216, Indianapolis, IN 46203.

**Section 3.02. Registered Agent.** The name of the registered agent of the Corporation at the registered office is Glenn E. Guimond.

### **ARTICLE 4**

#### **Incorporator**

**Section 4.01. Name and Address of Incorporator.** The name and address of the incorporator are as follows: Glenn E. Guimond, 1043 Virginia Ave., Suite 216, Indianapolis, IN 46203.

### **ARTICLE 5**

#### **Members**

**Section 5.01. Membership.** The Corporation shall not have members.

## **ARTICLE 6**

### **Provisions for Regulation of Business and Conduct of Affairs of the Corporation**

**Section 6.01. Management of Corporation.** The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

**Section 6.02. Code of By-Laws.** The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the By-Laws of the Corporation.

**Section 6.03. Limitation on Powers of Members and Board of Directors.** Notwithstanding any contrary provisions in these Articles the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(a)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

**Section 6.04. Amendment of Articles of Incorporation.** The Corporation reserves the right to amend, alter, change or repeal any provisions contained in the Articles or in any amendment hereto; in any manner now or hereafter prescribed or permitted by the Act or any amendment thereto; provided, nevertheless, that such power of amendment shall not authorize any amendment which would have the effect of disqualifying this Corporation as an exempt organization under the provisions of Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

## **ARTICLE 6**

### **Provisions for Regulation of Business and Conduct of Affairs of the Corporation**

**Section 6.01. Management of Corporation.** The affairs of the Corporation shall be managed by the Board of Directors of the Corporation.

**Section 6.02. Code of By-Laws.** The Board of Directors of the Corporation shall have the power to make, alter, amend or repeal the By-Laws of the Corporation.

**Section 6.03. Limitation on Powers of Members and Board of Directors.** Notwithstanding any contrary provisions in these Articles the Board of Directors shall have the power or authority to take or authorize any action which shall deprive the Corporation of its status as an exempt organization under the provisions of Section 501(a)(3) of the Code or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws.

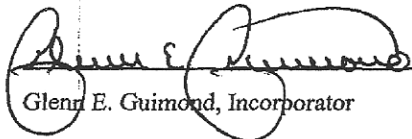
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## ARTICLE 7

### Dissolution

**Section 7.01. Dissolution.** In the event of dissolution of the Corporation, assets remaining after payment of all debts of the Corporation shall be transferred by the Board of Directors to any nonprofit Corporation, trust, foundation or other organization whose purposes are substantially the same as those of the Corporation and which, at the time of transfer, is an exempt organization under the provisions of Section 501(c)(3) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws or by an organization contributions to which are deductible under Section 170(c)(2) of the Code and the Regulations or the corresponding provisions of any subsequent Federal tax laws. Any such assets not so transferred by the Board of Directors shall be disposed of by the Circuit Court of the County in which the registered office of the Corporation is located, exclusively for such tax-exempt purposes Court shall determine. No member, Director or Officer of the Corporation or any private individual, shall be entitled to share in the distribution of any of the assets of the Corporation on dissolution of the Corporation.

EXECUTED this 11<sup>TH</sup> day of August, 2004.

  
Glenn E. Guimond, Incorporator