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Endorsed

Filed

In the Office of the Secretary of State
of the State of California

Nov. 17, 1988

March Fong Eu, Secretary of State

ARTICLES OF INCORPORATION

OF

SANTA CRUZ ASTRONOMY CLUB

A non-profit corporation

KNOW ALL PERSONS BY THESE PRESENTS, that we, the undersigned, citizens of the United States, do hereby voluntarily associate ourselves together for the purpose of forming a non-profit, non-stock corporation.

We do hereby certify:

I.

The name of this corporation shall be "SANTA CRUZ ASTRONOMY CLUB".

II.

That this corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

III.

That the County of the State of California where the principal office for the transaction of the business for this corporation is to be located is the County of Santa Cruz. The name and address in the State of California of this corporation's initial agent for service of process is Mary Ignizio, L-2 San Carlos Lane, Santa Cruz, CA, 95062

IV.

That said corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, and further;

V.

That the primary and specific purpose for which the said corporation is formed is to educate its members and the general public about astronomy and related astronomical matters. All activities of the corporation shall be within the scope of Section 501 (c)(3) of the Internal Revenue Code, and further;

VI.

That the general purposes and powers shall include the right to purchase, erect, construct, lease and maintain facilities, and to equip the same with all things necessary for the benefit of those participating or interested in the educational purposes herein set forth; to acquire, by purchase, grant, gift, lease or otherwise, such real and personal property as may be necessary, useful, and advantageous in carrying out the corporate purposes herein set forth; to hold and own, improve, develop, work, or sell any and all kinds of real and personal property; to receive grants, gifts, contributions or donations from, and to enter into make, perform, and carry out contracts of every kind for any lawful purpose with any person, firm, association, corporation, public agency or government in pursuance of the purposes herein set forth, or as may hereinafter be permitted for the exercise of all rights and powers conferred upon nonprofit corporations under the laws of the State of California. Notwithstanding any of the above statements and 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 primary purpose of this corporation.

VII.

That no part of the net earnings of the corporation shall inure to the benefit of, or be distributable, to its members, trustees, officers, directors, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles V and VI, hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on a) by a corporation exempt from federal income tax under

Section 501 (c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or b) by a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code or corresponding section of any future tax code.

VIII.

That the general management of the affairs of this corporation shall be under the control, supervision and direction of the Board of Directors. The Board of Directors shall consist of such persons as shall be designated in the By-Laws of the corporation. The names and addresses of the persons who are the first directors of the corporation are as follows:

Jim Bricken	110 Val Halla Way	Felton, CA
Arlan Bowman	109 Carol Avenue	Santa Cruz, CA
Mary Ignizio	L-2 San Carlos Lane	Santa Cruz, CA
Bill Pierce	2630 Orchard	Soquel, CA
Dwight Huffman	2630 Orchard #21	Soquel, CA

IX.

That the authorized number and qualifications of members of this corporation, the different classes of membership, if any, the property, voting, and any other rights and privileges of members and their liability to dues and assessments, and the method of collection of dues and assessments shall be set forth in the By-laws.

X.

That the property of this corporation is irrevocably dedicated to educational purposes. Upon dissolution of the corporation, its assets remaining after payment, of provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational or scientific purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code and Section 23701 (d) of the California Revenue and Taxation Code, and further;

That, where possible, the aforesaid distribution shall be to an entity, as herein qualified, having similar purposes as this corporation. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon

petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is party.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed the Articles of Incorporation, this 5th day of May, 1988.

Jim Bricken

Arlan Bowman

Mary Ignizio

Bill Pierce

Dwight Huffman

STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CRUZ)

On this 23rd day of April, 1988, before me, a Notary Public, State of California, personally appeared JIM BRICKEN, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed same.

Lisa M. Quigley
Notary Public - California
Santa Cruz County
My commission expires May 31, 1991

Lisa M. Quigley
Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CRUZ) ss.

On this 5 day of May , 1988, before me, a Notary Public, State of California, personally appeared ARLAN BOWMAN known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed same.

Teri Shaw
Notary Public - California
Santa Cruz County
My commission expires Mar. 31, 1992

Teri Shaw
Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CRUZ) ss.

On this 23 day of April , 1988, before me, a Notary Public, State of California, personally appeared MARY IGNIZIO, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed same.

Lisa M. Quigley
Notary Public - California
Santa Cruz County
My commission expires May 31, 1991

Lisa M. Quigly
Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CRUZ) ss.

On this 23 day of April , 1988, before me, a Notary Public, State of California, personally appeared BILL PIERCE, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed same.

Lisa M. Quigley
Notary Public - California
Santa Cruz County
My commission expires May 31, 1991

Lisa M. Quigly
Notary Public

STATE OF CALIFORNIA)
)
COUNTY OF SANTA CRUZ) ss.

On this 23 day of April, 1988, before me, a Notary Public, State of California, personally appeared DWIGHT HUFFMAN, known to me to be the person whose name is subscribed to the within Articles of Incorporation and acknowledged to me that he executed same.

Lisa M. Quigley
Notary Public - California
Santa Cruz County
My commission expires May 31, 1991

Lisa M. Quigly
Notary Public