

AMENDED AND RESTATED BYLAWS

And

AMENDED AND RESTATED ARTICLES OF INCORPORATION

FOR THE REGULATION OF UNITED PORTUGUESE S.E.S., INC.

Amended/Approved January 2017

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ARTICLE I - MEMBERSHIP

Section 1 – Membership Eligibility

Any adult Portuguese, Portuguese descendent or non-Portuguese married to a Portuguese resident of the county of San Diego, State of California, who is interested in the objects and purposes of this corporation and who desires to contribute his or her services to the accomplishment of its objects, may become a member of this corporation if admitted by affirmative action of the Board of Directors, who shall have the right to refuse admittance to any person whose membership they might deem prejudicial to the best interest of the corporation.

Section 2 – Membership Enrollment

Any person so accepted as a member must sign the roll of membership and the membership book shall be in charge of the secretary of the corporation. After any person has so signed roll of membership and been accepted by the Board of Directors, he or she shall henceforth be a member of the corporation.

Section 3 – Termination of Membership

The membership of any person so accepted and who has signed the roll of membership may be terminated by the affirmative action of the Board of Directors, because of change of residence of said member, because of inactivity or neglect to maintain and exercise an active interest in the affairs of the corporation, or for any other reason appearing good and sufficient to the Board of Directors.

Section 4 – Non-Portuguese Membership

The membership of a non-Portuguese person, who has signed the roll of membership and who was so accepted under the criteria set forth in Section 1, shall remain a member after the divorce or death of their Portuguese spouse unless terminated by the affirmative action of the Board of Directors.

Section 5 – Membership Book

The roll of membership and membership book will be in the charge of the Secretary of the corporation. The membership book will be available at Member meetings, Festa and Festa-related events, and such other dates and times as approved by the majority vote of the Board of Directors.

ARTICLE II - DIRECTORS

Section 1 - Election

The directors shall be nominated and elected at each annual meeting of the members, but if any such annual meeting is not held, or the directors are not elected thereat, the directors may be elected at any special meeting of the members held for that purpose. All directors should hold office until their successors are elected.

Section 2 - Limitation for Related Directors

No more than two (2) members of the same nuclear family shall serve as elected Board Members of the U.P.S.E.S., Inc. simultaneously. For purposes of this section (2) nuclear family is defined as husband, wife, and their children, brothers and sisters. Adopted at the 2007 UPSES Board of Directors Meeting on January 11, 2007 to be in effect for the 2007 UPSES Annual Meeting.

Section 3 - Absences

Absences will be deemed excused and unexcused. Definition of an excused absence is for Medical emergencies. All other Absence will be deemed unexcused; only allowing Four (4) unexcused absences per year. Absences apply to regularly scheduled meetings, meetings with a changed date and any special meetings called by the President.

Any member of the Board of Directors missing four (4) meetings with an unexcused absence within a one year period will be required to resign from the Board. Upon the absence of two (2) unexcused meetings by any member within a one year period the member shall be informed by a letter from the Secretary and at the third (3) unexcused absences the member will meet with the President and The Committee of the Board of Governors to discuss their absenteeism. Upon the fourth (4) unexcused absences by a member of the Board of Directors, the President and/or the Committee of the Board of Governors will request the resignation of said member and said member will be required to resign. Vacancies will be filled at the next annual meeting in January unless the Board membership falls below the required number. At that point the Board will appoint a replacement within 31 calendar days. (Adopted 1/13/2015)

Section 4 - Director Authority

The directors shall have the power to conduct, manage and control the affairs and business of this corporation, to accept bequests and donations, and to invest the funds of the corporation.

Section 5 - Director Duties

It shall be the duties of the directors:

1. To cause to be kept a complete record, written in the English language of all their minutes and acts;
2. To admit suitable persons to membership herein and to cancel memberships as herein provided;
3. To supervise all officers, agents and employees; to see that their duties are properly performed and to fix their compensation and terms of office;
4. To exercise such further powers as may not be inconsistent with the laws of the State of California, nor inconsistent with the Articles of Incorporation or the Bylaws of the corporation.

Section 6 – Election of Board Officers

Immediately after the annual meeting of the members, or thereafter as soon as mutually convenient, the newly elected Board of Directors shall convene and select from said Board of Directors, the President, the Vice-President, Secretary and Treasurer of the corporation.

Section 7 – Secretary-Treasurer

The office of secretary-treasurer may be combined by the approval of the Board of Directors.

Section 8 - Indemnification

The corporation shall have the power to indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was an agent of the corporation, against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with such a proceeding to the full extent allowed by Section 7237 of the Non-Profit Corporation Code.

Section 9 – Director Resources

A director shall perform the duties of a director, including as a member of any committee of the Board upon which a director may serve, in good faith, in a manner such director believes to be in the best interest of the corporation and with such care, including reasonable inquiry, as an ordinarily prudent person in a like position would use under similar circumstances. In performing the duties of a director, a director shall be entitled to rely on information, opinions, reports and statements, including financial statements and other financial data, in each case prepared or presented:

1. One of more officers or employees of the corporation whom the director believes to be reliable and competent in the matters presented;

2. Counsel, independent accountants or other persons as to matters which the director believes to be within such persons professional or expert competence; or
3. A committee of the Board upon which the director does not serve, as to matters within its designated authority, which committee the director believes to merit confidence; so long as, in such case, the director acts in good faith after reasonable inquiry when the need therefore is indicated by the circumstances and without knowledge that would cause such reliance to be unwarranted.

Section 10 - Term of Director, President and Vice-President

1. Members of the Board of Directors shall not serve more than five (5) nor less than two (2) consecutive years, unless unforeseen circumstances prevent it. Any person appointed to fill a vacancy, shall serve only until the end of that year.
2. After serving five (5) years, a member must be off the Board one (1) year before being eligible to be re-elected as a director.
3. The President of the Board of Directors shall not serve more than three (3) years consecutive as Board President.
4. The Vice-President of the Board shall not serve more than three (3) consecutive years as Vice-President of the Board.
5. The Board of Directors shall retain one third (1/3) of its "Current Directors" in order to guarantee continuity of the goals and traditions of the United Portuguese S.E.S. Selection shall be accomplished by retaining that one-third (1/3) of directors who have received the highest number of votes from the general assembly. Alphabetical order to be observed if a tie occurs.

Section 11 - Resignation or Removal of an Executive Officer

In the event of the resignation or removal from their position of an Executive Officer of the Board of Directors, the Board of Directors will have the authority to hold a special election at the next scheduled special meeting or Board of Director's meeting to fill the vacant seat. The newly elected Executive Officer will then finish the resigned Executive Officer's or the position of the removed Executive Officer's term, counting towards the newly elected Executive Officer's term. (Adopted at Special Meeting 8/03/2015)

Section 12 - Status of S.E.S. Manager

The Manager of the United Portuguese S.E.S. Hall Inc. shall have the status of an ex-officio non-member of the Board. No voting rights shall be conferred upon the Manager.

ARTICLE III - DUTIES OF OFFICERS

Section 1 - President

It shall be the duty of the President to preside at all meetings of the corporation and of the Board of Directors, and shall call special meetings of the Board of Directors when necessary, to make a report at the regular meeting of the members showing the general activities of the corporation during the preceding year, to maintain a supervision of the affairs of the corporation, to see that its affairs and regulations are properly enforced and adhered to, and to perform such other duties as may be imposed by the law or the provisions of these Bylaws.

Section 2 - Vice President

In the absence of the president, the duties of his or her office shall devolve upon the vice-president. In the absence of both president and vice-president, a temporary president shall be elected by the directors to preside at such meeting.

Section 3 - Secretary

It shall be the duty of the secretary to keep a record of all meetings of the members of the corporation and of the Board of Directors, to present a report of the activities of his or her office to the members at the annual meeting, send out all notices required and to attend to all correspondence, to keep and maintain in his or her office a membership book containing the signature and address of each member and to note thereon such cancellation of memberships as may from time to time be ordered by the Board of Directors; and to perform such other secretarial work as may in addition be ordered by the Board of Directors. The secretary shall deliver or shall cause to be delivered to the members the annual statement, as required by Article X, Section 1 of these Bylaws.

Section 4 - Treasurer

The treasurer shall have charge of the funds of the Corporation, and shall keep an exact account thereof, subject at all times to investigation by the directors, and shall pay out of such funds all bills of the corporation ratified by the Board of Directors, and shall report at the annual meeting of the members the financial condition of the corporation and a list of all income and disbursements.

Section 5 - Eligibility for Officer(s) of UPSES Board

A member of the U.P.S.E.S., Inc. Board must first serve two (2) cumulative years during his or her lifetime as a Member of said Board before being eligible to serve in the capacity of an officer of the S.E.S. Board, and in order to be eligible for the office of President, the member shall have served on the Board of Directors the immediately preceding year.

ARTICLE IV - COMMITTEES

Section 1 - Appointment

The Board of Directors may from time to time authorize the president to appoint such standing or special committees as the work of the corporation may seem to demand or require; provided, that any such standing or special committee as has the authority of the Board shall be appointed by the Board of Directors and shall be composed of at least two (2) directors. The Board of Directors may delegate to such committee having the authority of the Board all of the powers and authority of the Board in the management of the business and affairs of the corporation except the following:

1. The approval of any action for which the Non-Profit Corporation Law or the Articles or Bylaws also require the approval of the members of the corporation.
2. The filling of vacancies on the Board or in any committee which has the authority of the Board.
3. The fixing of compensation of the directors for serving on the Board of any committee.
4. The amendment or repeal of Bylaws or the adoption of new Bylaws.
5. The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
6. The appointment of committees of the Board or the members thereof.
7. The expenditure of corporate funds to support a nominee for director after there are more people nominated for director than can be elected.

Section 2 – Executive Committee

The Executive Committee shall be comprised of the four officers of the organization and shall be a separate and distinct committee of said organization and shall report all of its activities to the Board of Directors for Ratification by the Board.

Section 3 – Management Committee

The Management Committee shall be comprised of the four officers of the organization, three (3) other Board Members appointed by the President, and the immediate Past President. It shall be a separate and distinct committee of said organization and shall report all of its activities to the Board of Directors for ratification by the Board.

ARTICLE V - MEETINGS

Section 1 – Place of Directors Meeting

All meetings of the directors shall be held at the principal office for the transaction of business of the corporation, or at any other place within or without the State of California, which may be designated by the Board of Directors.

Section 2 – Regular Directors Meeting

Regular meetings of the Board of Directors shall be held at least four (4) times per year at such time as the Board may fix by resolution from time to time; and if any day so fixed shall fall upon a legal holiday, then, upon the next succeeding business day at the same hour. No notice of any regular meeting of the Board of Directors need be given.

Section 3 – Special Directors Meetings

Special meetings of the Board of Directors shall be held whenever called by the president, the vice-president, or by three (3) directors.

Section 4 – Notice of Special Directors Meetings

Notice of the time and place of each special meeting of the Board of Directors shall be given to each director at least forty-eight (48) hours, if given personally or by telephone or electronic mail, or at least four (4) days, if given by first-class mail, before the date of the meeting. No notice of the objects or purposes of any special meeting of the Board of Directors need be given, and unless indicated in the notice thereof, any and all business may be transacted at a special meeting.

Section 5 – Consent of Directors Meetings

The transactions of the Board of Directors at any meeting however called and noticed or wherever held, shall be as valid as though had at a meeting duly held after call and notice if a quorum be present and if either before or after the meeting each director not present signs a written waiver of notice, or a consent to the holding of such meeting or approval of the minutes thereof. All such waivers, consents or approvals shall be filed with the corporate records and made a part of the minutes of the meeting.

Section 6 – Action Without Directors Meeting

1. **Action via Written Consent.** Any action required or permitted to be taken by the Board of Directors under the provisions of pertinent laws of the State of California or as provided for in the Articles or Bylaws of this corporation, may be taken without a

meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such directors. Any certificate or other document filed under any provisions of this section which relates to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without meeting, and that the Articles of Incorporation or the Bylaws authorize the directors to so act.

2. **Action via E-mail.** Any action required or permitted to be taken by the Board of Directors under the provisions of pertinent laws of the State of California or as provided for in the Articles or Bylaws of this corporation, may be taken without a meeting if all members of the Board shall individually or collectively consent in writing via e-mail to such action, pursuant to the procedures set forth for such vote. Such written e-mail votes or consents shall be filed with the minutes of the proceedings of the Board. If Board members do not have access to e-mail, they will be contacted by telephone and their votes noted along with the e-mail responses.

Section 7 – Quorum of Directors

A quorum shall consist of a majority of the elected and acting directors. Every act or decision done or made by a majority of the directors, present at a meeting duly held at which a quorum is present, shall be the act of the Board of Directors.

Section 8 – Place of Members Meeting

All meetings of the members shall be held at the principal office for the transaction of business of the corporation, or at any other place within or without the State of California, which is now or may hereafter be designated by the Board of Directors, and notice of which is provided to members.

Section 9 – Annual Members Meeting

The annual meeting of the members shall be held in January of each year at such time as the Board of Directors may from time to time designate by resolution, for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. Should said day fall upon a legal holiday, the annual meeting of the membership shall be held on the next business day thereafter at the same hour and place.

Section 10 – Special Members Meetings

A special meeting of the members for any purpose whatsoever may be called at any time by the president or by a majority of the Board of Directors or by three (3) members holding no less than five-percent (5%) of the voting power of the corporation. Upon such call in writing by any person or persons other than the Board, stating the business to be transacted at the special meeting, mailed to the principal office of the corporation, or delivered to the president, vice-president or secretary, it shall be the duty of the secretary to cause notice to be given not more than twenty (20) days after receipt of such a request to the membership entitled to vote thereat of the meeting to be held not less than thirty-five (35) days nor more than ninety (90) days after receipt of such a request.

A special membership meeting shall be called in the event that there is a request to rent or lease the hall for thirty (30) consecutive days or more.

Section 11 – Notice of Members Meeting

A notice of each annual and special meeting of the members shall be given to the members entitled to vote thereat by the secretary or in case of his or her failure or refusal, by any other officer or any director; shall specify the place, time, day and hour of the meeting, and in the case of any annual meeting, the names of all those who are nominees for election of directors at the time the notice is given, and in the case of special meetings, the nature of the business to be transacted thereat. Notice of any meeting, special or regular shall be given not less than ten (10) nor more than ninety (90) days before the date of the meeting by publication at least once, in a newspaper of general circulation in San Diego County. The secretary shall file with the minutes for the meeting an affidavit of publication to which shall be attached a copy of the published notice showing the date of publication.

Section 12 – Quorum of Members

Thirteen (13) members entitled to vote shall constitute a quorum for the transaction of business at any meeting. No business may be conducted at a meeting of the members except those matters notice of general nature of which was given by publication provided above. The members present may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. A meeting maybe adjourned to another time or place without notice to transact any business which might have been transacted at the original meeting; provided, that if adjournment is for more than forty-five (45) days, notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

Section 13 - Proxy

No member entitled to vote may authorize another person or persons to act by proxy; all voting must be in person.

Section 14 – Ballot Voting at Annual Meeting

The Annual Meeting Ballot Voting shall be such that a one (1) vote ballot shall be valid and counted as such and any vote ballot of more than thirty (30) shall be void and null.

ARTICLE VI - OFFICE

Section 1 - Location

The office of this corporation shall be maintained at the S.E.S. Hall at 2818 Avenida de Portugal, San Diego, California.

ARTICLE VII - AMENDMENTS

Section 1 – Bylaw Amendments

These Bylaws may be amended or repealed and new Bylaws adopted by the vote of the majority of the members of the Board of Directors, unless the action would materially and adversely affect the rights of the members as to voting or transfer; except that Bylaws affecting the following may be adopted, amended or repealed only by the affirmative vote of a majority of the votes represented and voting at a duly held meeting of members at which a quorum is present, or otherwise by approval of the members:

1. A Bylaw fixing or changing the number of directors,
2. A Bylaw increasing the term of directors,
3. A Bylaw increasing the quorum of members,
4. A Bylaw repealing, restricting, creating or expanding proxy rights, and
5. A Bylaw repealing or amending cumulative voting rights of the members.

ARTICLE VIII - PARLIAMENTARY AUTHORITY

Section 1 - Parliamentary Authority

Robert's Rules of Order shall be the Parliamentary Authority of this corporation when not in conflict with these Bylaws.

ARTICLE IX - ANNUAL STATEMENT

Section 1

Pursuant to Section 8321 of the California Non-Profit Corporate Code, the Board of the corporation shall cause an annual statement of certain transactions and indemnifications to be sent to its members no later than one hundred twenty (120) days after the close of the fiscal year of the corporation. If the corporation issues an annual report to all members, this requirement shall be satisfied by including the required information, as set forth below, in said annual report. Such annual report statement shall describe:

1. The amount and circumstances of any indemnification or advances aggregating more than Ten Thousand (\$10,000) Dollars paid during the fiscal year of the corporation to any officer or director of the corporation; provided, that no such report need be made in the case of indemnification approved by the members; and
2. Any "covered transaction" (defined below) during the previous fiscal year of the corporation involving (i) more than Forty Thousand Dollars (\$40,000) or, (ii) which was one of a number of "covered transactions" in which the same "interested person" (defined below) had a direct or indirect material financial interest, and with transactions in the aggregate involved more than Forty Thousand Dollars (\$40,000). The statement shall describe the names of any "interested persons" involved in such covered transactions, including such "interest person's" relationship to the corporation, the nature of such person's interest in the transaction, and where practicable, the amount of such interest; provided, that in the case of a transaction with a partnership of which the interested person is a partner, only the interest of the partnership need be stated. For the purposes of this section, a "covered transaction" is a transaction in which the corporation, or its parent or subsidiary, was a party, and in which either of the following had a direct or indirect material financial interest:
 - a. Any director or officer of the corporation, or of its parent or subsidiary; or
 - b. Any holder of more than ten percent (10%) of the voting power of the corporation, or its parent or subsidiary.

For purposes of this Section, any person described in either Subparagraph (a) or (b) above is an "interested person".

Document History

Revision Approval Date	Sections Revised	Version
2/03/2016	Article V - Section 7; amended quorum for number of Directors	Rev. 02-2016
8/03/2015	Article II - Section 11 added - Resignation or Removal	Rev. 02-2016
1/13/15	Article II, amend Section 3	Rev 01-2015
1/26/14	Article II, Delete Section 10.6	Rev 11-2012
11/13/12	Article I, add Section 4 and Section 5 Article II, amend Section 10.5 Article III, amend Section 5 Article IV, amend Section 3 Article V, amend Section 6 Article VI, amend Section 1	Rev 11-2012
10/12/11 (Board Approval)		
4/8/2010	Article II, Section 2 added Article II, Section 10 – corrected 10.6	Rev 03-2010
2006	Article II, Section 10.5 changed	Rev 2005

ARTICLE X - RESTATED AND AMENDED ARTICLES OF INCORPORATION

First: Name

The name of this corporation shall be UNITED PORTUGUESE S.E.S.

Second: Mission Statement

This corporation is 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 exclusively for charitable and religious purposes. The specific purpose for which this corporation is organized is:

1. To encourage and promote the observance of religious rituals, religious holidays, religious festivals and religious traditions celebrated among the people of Portuguese birth or Portuguese descent;
2. To establish and maintain the Corporation's historical chapel and religious center and to encourage and promote religious worship of the Roman Catholic Faith and observance of that religious ceremonies, holidays, feasts and rites;
3. To promote, educate and foster for the public welfare the Portuguese culture, its history and the contribution and sacrifices made by those of Portuguese birth or descent;
4. To support and promote such religious events and activities consistent with these corporate purposes, including specifically the annual celebration of the Feast of the Holy Spirit, and
5. For the purpose above specified to receive donations; to receive, manage, take and hold real, personal and all other forms of property by grant, gift, devise, bequest and all other manner of transfer; and generally to do any and all acts or things connected with, pertaining to, or in furtherance of the foregoing purposes.

Third: Tax Exempt Status

(A) This corporation is organized and operated exclusively for charitable and religious 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 the corresponding section of any future federal tax code.

(B) Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(C) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

Fourth: Allocation of Assets

The property of this corporation is irrevocably dedicated to charitable and religious purposes and no part of the net income or assets of the corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private person, except for services rendered and to make payments and distributions in furtherance of the purposes set forth in Articles Second and Third.

Fifth: Dissolution

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of San Diego County exclusively for such purposes or to such organization(s) as said court shall determine which are organized and operated exclusively for such purposes.

Sixth: Location of Principal Office

The principal office of this corporation shall be located in San Diego, California.

Seventh: Number of Directors

The number of Directors of the corporation shall be not less than eighteen (18) and not more than twenty-eight (28), until changed by amendment to these Articles of Incorporation, duly adopted by the affirmative vote of the majority of the votes represented and voting at a duly held meeting of the members at which a quorum is present. The exact number of Directors shall be fixed from time to time, within the limits recited in this Article, by a resolution of the Board of Directors or by affirmative vote of the majority of the votes represented and voting at a duly held meeting of members at which a quorum is present.

Eighth: Capital Stock and Shares

There is no capital stock and there are no shares of stock in this corporation.

Ninth: Governance

The corporation elects to be governed by all of the provisions of the Nonprofit Corporations Law not otherwise applicable to it under Division 2, Part 5 of the Nonprofit Corporations Law.

Document History

Revision Approval Date	Article(s) Revised	Version
1/27/13	Seventh – amended minimum and maximum number of Directors	Rev 01-2013
1/29/17	Seventh – amended maximum number of Directors	Rev 01-2017