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In the office of the Secretary of State
of the State of California

ARTICLES OF INCORPORATION

MAY 26 1959

OF

MENDOCINO ART CENTER

FRANK A. JOHNSON, Secretary of State
By *[Signature]*

ONE: The name of this corporation is

AMENDED 4/26/2000

MENDOCINO ART CENTER

TWO: The primary purposes for which this corporation is formed are to support, foster, advance, teach and promote the study of fine arts in various forms, including but not limited to, the drama, painting, etching, ceramics, water color work, sculpture, photography, and in general creative arts.

THREE: In furtherance of such primary purpose, the corporation is authorized:

1. To receive property by gift, devise or bequest, and otherwise to acquire, hold, and deal in any and all types of property, real or personal.
2. To do all other acts and things necessary or proper to be done in carrying out the objects and purposes of the corporation.
3. To have and to exercise all powers conferred by the laws of the State of California upon corporations formed under the General Non-profit Corporation Law of the State of California.

FOUR: This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California.

FIVE: The county in the State of California where the principal office for the transaction of the business of the corporation is located in the County of Mendocino.

Publication of Right
to amend articles

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SIX: The names and addresses of the six persons who are to act as the directors of the corporation, until the selection of their successors, are as follows:

Susanne Erienketter	103 Murray Kentfield, California
Jennie Zaona	P. O. Box 36 Mendocino, California
James Myers	533 Spruce Street San Francisco, California
Raymond Rice	48 Lucky Road Greenbrae, San Rafael, California
Evelyn Larkin	Mendocino, California
Edytha Macy Gross	910 Crocker Bldg. San Francisco, California

SEVEN: The authorized number and qualifications of members, the different classes of memberships, the voting and other rights and privileges of members and their liability to dues or assessments and the method of collection thereof, shall be set forth in the by-laws of this corporation; provided, however, in no event shall more than one membership be issued to any one member; and provided, further, that neither the members, directors, nor officers of the corporation shall have any personal liability for its debts.

EIGHT: The corporation shall have no corporate stock, and does not contemplate the distribution of gains, profits or dividends to the members thereof, and is not authorized to do so; and no part of the earnings of the corporation shall be distributed to, received by, or inure to the benefit of, any member thereof or individual.

NINE: The corporation shall not carry on propaganda, or otherwise attempt to influence legislation, or participate in political campaigns.

TEN: Upon dissolution, or other winding up of the corporation, all funds and properties remaining after paying, or adequately providing for, the debts and obligations of the corporation shall be distributed to some non-profit corporation or corporations, in similar or related fields of cultural activity; and in no event shall any assets be distributed to any member, officer, director or employee of this corporation.

IN WITNESS WHEREOF, we the persons named herein, to act as the first directors, have hereunto set our hands and seals, this 18th day of May, 1959.

Suzanne Edelkott
James Myers
Janice Zasky
Kaymanick Rice
William ...
Myrtle Mary Bell

STATE OF CALIFORNIA

City and County of San Francisco

85.

On this 18th day of May, 1959, before me,
Alan S. Lewis, a Notary Public in and
for the City and County of San Francisco, State of
California, personally appeared SUSANNE ERLINKETTER,
JENNIE ZACHA, JAMES MYERS, RAYMOND NICE, EVELYN LARKIN,
and EDYTHA MACY GROSS, known to me to be the persons
whose names are subscribed to the foregoing instrument,
and each duly acknowledged to me that he executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my official seal at my office in the City
and County of San Francisco, State of California, the
day and year in this certificate first above written.

Alan S. Lewis

Notary Public in and for the
City and County of San Francisco
State of California

(SEAL)

My commission will expire:

My Commission Expires April 14, 1961

JUN 26 2000

BILL JONES, Secretary of State

CERTIFICATE OF AMENDMENT OF ARTICLES
OF
INCORPORATION

The undersigned certify that:

- i. They are the president and the secretary, respectively, of Mendocino Art Center, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

Article Ten

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and no part of the net income or assets of this organization shall inure to the benefit of any private persons. Upon the dissolution or winding up of the corporation its assets remaining after payment, or 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 charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

Date 3/24/2000

Stuart R. Rappaport
President

Marjorie Smith
Secretary

