



I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

JUN 24 1977



March Fong Eu

Secretary of State

ARTICLES OF INCORPORATION
OF
SAN MATEO COUNTY ASTRONOMICAL SOCIETY

818507

ENDORSED
FILED

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

JUN 14 1977

MARCH FONG EU, Secretary of State

Irene Keeler
Deputy

ARTICLE I - Name

The name of this corporation is:

SAN MATEO COUNTY ASTRONOMICAL SOCIETY

ARTICLE II - Purposes

The purposes for which this corporation is formed are:

A. The specific and primary purposes are

1. To establish, conduct, maintain, promote, spread and diffuse knowledge and appreciation of the science of astronomy and related subjects, fields, and disciplines, by making available to the public, and to members of this corporation, equipment, facilities, lectures, various educational programs and materials; and
2. To carry on, conduct further, and publish scientific research in the field of astronomy and related subjects, fields, and disciplines; and
3. To construct and staff with personnel, and maintain any and all necessary facilities to assist in the furtherance of the above purposes; and
4. To receive contributions of money, property, materials, services, and all other kinds of assets for the furtherance of the purposes for which this corporation is formed.

- B. The general purposes and powers of this corporation are:
1. To directly or indirectly, either alone or in conjunction or cooperation with others, to do any and all lawful acts and things and to engage in any and all activities which are proper for a California non-profit corporation free of income taxation, in the sole discretion of the Board of Directors, to be necessary, or useful, or suitable, or desirable, or proper for the furtherance, accomplishment, fostering, or attainment of any or all of the purposes for which this corporation is organized. Notwithstanding anything herein to the contrary, this corporation shall exercise only such powers as are in furtherance of the exempt purposes of organization as set forth in Section 501 (c) of the Internal Revenue Code as it exists on this date, or as it may be hereafter amended from time to time, and;
 2. To conduct and carry on its activities in any state or territory of the United States, or in any foreign country in conformity with the laws of such state, territory, or foreign country.
 3. The foregoing statements of purposes shall be construed as a statement of both purposes and powers. Unless otherwise expressed, the purposes and powers stated in each clause shall be regarded as independent purposes and powers, and not be limited or restricted by reference to, or inference from any other terms or provisions.

4. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that in themselves are not in furtherance of the purposes set forth in Paragraph A or Article II.

ARTICLE III - Political Activity

This corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office, nor shall a substantial part of the activities of this corporation consist of carrying on propaganda or otherwise attempting to influence legislation. No part of its property or net earnings shall be used or distributed, upon dissolution or otherwise, to any organization, individual, corporation, or other person, a substantial part of whose activities shall then be the carrying on of such propaganda or otherwise attempting to influence legislation, or participating or intervening in any political campaign on behalf of any candidate for a public office.

ARTICLE IV - Authority

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

ARTICLE V - Office

The principal office of this corporation for the transaction of business is located in San Mateo County, California.

ARTICLE VI - Directors

The governing body of this corporation shall be known as the Board of Directors. The persons who are to act in the capacity of Directors of this corporation shall be and are designated as Directors. The Board of Directors shall consist of nine (9) persons. The Directors shall be eighteen (18) years of age or over, and shall be elected by simple majority vote of the members, in accordance with procedures outlined in the By-Laws. Directors must be voting members and shall hold office for such term and shall be elected in such manner as designated in the By-Laws. The names and addresses of the persons who are to act in the capacity of Directors of this corporation, who shall serve until their successors are elected as provided by these Articles and the By-Laws are:

	<u>NAME</u>	<u>ADDRESS</u>
1.	James M. Ryan	1679 Beach Park Blvd. Foster City, CA 94404
2.	Bob Bruynesteyn	1530 Maxine Avenue, San Mateo, CA 94403
3.	Cleo Hawley	180 Irene Court, Belmont, CA 94002
4.	Lee Cameron	304 Oakview Drive San Carlos, CA 94070

5. Stosh Groner 271 Greenfield Avenue
San Mateo, CA 94403
6. Roy C. Henning 3700 Kingridge Drive
San Mateo, CA 94403
7. Don Hineman 2052 Eaton Ave.
San Carlos, CA 94070
8. Gerard Pardeilhan 1217 Oak St.
San Mateo, CA 94402
9. Frederick H. Jacobs 321 29th Avenue
San Mateo, CA 94403

ARTICLE VII - Members

This corporation shall have no capital stock and shall be composed of members rather than shareholders. The qualifications required of members of this corporation, and the property, voting and other rights and privileges of members shall be as set forth in these Articles, and in the By-Laws, but the members of this corporation shall have no liability for assessments unless these Articles are amended to so provide. The membership of the corporation, when convened for conduct of business, shall be called the "Assembly".

ARTICLE VIII - By-Laws

The By-Laws of this corporation shall be initially adopted by the Board of Directors, and may thereafter be amended or repealed by any means provided in the By-Laws.

ARTICLE IX - Dedication of Assets

This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the

distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits, and net income of this corporation are irrevocably dedicated to educational and/or scientific purposes, and no part of the profits or net income of this corporation shall ever inure to the benefit of any Director, officer, or member. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for educational and/or scientific purposes and that has established its tax-exempt status under Section 501 (c) (3) of the United States Internal Revenue Code, and Section 2370ld of the California Revenue and Taxation Code, or their successors.

ARTICLE X - Predecessor Unincorporated Association

The name of the unincorporated association that is being incorporated is:

SAN MATEO ASTRONOMICAL SOCIETY

ARTICLE XI - Articles of Incorporation

These Articles of Incorporation shall govern in any conflict between them and the By-Laws. These Articles of Incorporation may be amended, supplemented, or modified by resolution of the Board of Directors and a majority vote of the Assembly.

James M. Ryan
President
Edie Parley
Secretary

Certificate of Acknowledgement of Subscribers

State of California)
County of San Mateo) ss.

On this 25th day of April, in the year 1977, before me
Leah J. Ormonde, a Notary Public in and for the County
of San Mateo, and the State of California, personally appeared
James M. Ryan, and Cleo Hawley, known to me
to be the persons whose names are subscribed to the within
instrument, and acknowledged that they executed the same.



Name: Leah J. Ormonde

Seal:

Notary Public in and for
said County and State,
my commission expires
12/29, 1978

DUAL DECLARATION OF AUTHORITY OF SUBSCRIBING OFFICERS:

James M. Ryan and Cleo Hawley, the undersigned, each for himself
declares James M. Ryan is the President, and Cleo Hawley the
Secretary of the SANMATEO ASTRONOMICAL SOCIETY, the unincorporated
association mentioned in the foregoing Articles of Incorporation;
and that the said association has duly authorized its incorpora-
tion and has authorized the undersigned, as officers, to execute
these said Articles of Incorporation.

Executed at San Mateo, CA on 4/25, 1977.

We each declare under penalty of perjury that the foregoing is true and correct.

James M. Ryan
President

Edna D. Dwyer
Secretary