

ARTICLES OF INCORPORATION
OF
MOUNT DIABLO SURVEYORS HISTORICAL SOCIETY

I

NAME

The name of the corporation is MOUNT DIABLO SURVEYORS HISTORICAL SOCIETY.

II

PURPOSES

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 public purposes. The public purposes of the corporation are to preserve historical surveying instruments, records, memorabilia and relics, and to educate interested persons and the general public of the history of the science of surveying.

III

INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is DON MARCOTT, whose complete home address is 5042 Amethyst Court, San Jose, CA 95136-2601.

IV

NAME OF EXISTING ASSOCIATION

The name of the unincorporated association, which is being incorporated in Mount Diablo Surveyors Historical Society.

V

INCORPORATION OF ASSOCIATION

The unincorporated association whose name is set forth in Article IV of these Articles of Incorporation is being incorporated by the filing of these Articles.

VI

DIRECTORS

The corporation shall have five (5) Directors. The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

JAMES NORMAN PAYNE 831 Jackson Street
Mountain View, CA 94043

DON MARCOTT 5042 Amethyst Court
San Jose, CA 95136-2601

CLIFFORD EUGENE PHIPPS 2642 Cherry Lane
Walnut Creek, CA 94596

KRISTY DAVIS 2210 Mount Pleasant Road
San Jose, CA 95148

MYRON A. LEWIS 31457 Hugh Way
Hayward, CA 94544

VII

DISSOLUTION OF ASSETS

a. The property of this corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

b. 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 to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for public purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c) (3).

c. If this corporation holds any assets on trust, or the corporation is formed for charitable purposes, 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, on petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

VIII

LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

IX

DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provisions in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

a. The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

b. The Corporation shall not engage in any act of self-dealing as defined in section 4941(d) of the Internal Revenue Code of 1954.

c. The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

d. The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

e. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation

exempt from Federal Income tax under section 501(c) (3) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of MOUNT DIABLO SURVEYORS HISTORICAL SOCIETY, and the initial Directors named in these Articles of Incorporation, have executed these Articles of Incorporation on April 2, 1991.

Signed

JAMES NORMAN PAYNE

Signed

DON MARCOTT

Signed

CLIFFORD EUGENE PHIPPS

Signed

KRISTY DAVIS

Signed

MYRON A. LEWIS