ARTICLES OF INCORPORATION OF SOUTH BAY QUILTERS GUILD, INC.

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The name of this corporation is South Bay Quilters Guild, Inc.

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A. This corporation is a nonprofit public benefit corporation organized under the Nonprofit Public Benefit Corporation Law. The purpose of this organization is to engage in any lawful act or activity for which a corporation may be organized under such law.

B. The specific purpose of this corporation is to further quilting excellence through educational meetings, travel, and friendship and to promote the appreciation of fine quilts and quiltmaking.

III

The name and address in the State of California of this corporation's initial agent for the service of process is:

Mrs. Julie Maas

<street address here in original>

<city, state, zip here in original>

IV

A. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempt 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 any candidate for public office.

V

The purpose of the corporation is irrevocably dedicated to charitable and educational purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. 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 non-profit fund, foundation, or corporation which is organized and operated exclusively for charitable and educational purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.

VI

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 are not in furtherance of the specific purpose of this corporation.

March 19, 1986

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Signature of Incorporator

Mrs. Julie Maas

Typed name of Incorporator

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed

Signature of Incorporator

This copy of the Articles of Incorporation of the South Bay Quilters Guild, Inc. was retyped from a photocopy of the original document, and incorporates an amendment made on July 21, 1992 to Item IIA, replacing the word "mutual" with the word "public". A typographical error "of winding up" was replaced by "or winding up".

Dorothy Daybell, Parliamentarian November, 1995