

CALIFORNIA GARDEN CLUBS, INCORPORATED
ARTICLES OF INCORPORATION



INCORPORATION No. 167018

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, each of whom is a resident and citizen of the State of California, this day have associated ourselves together voluntarily for the purpose of forming a corporation under and pursuant to the provisions of Title XII, Part IV, Division First of the Civil Code of the State of California, and of other laws in harmony therewith, and for such purposes we hereby certify:

ARTICLE I

That the name of such corporation is and shall be —

CALIFORNIA GARDEN CLUBS, INCORPORATED.

ARTICLE II

That the purposes and objects for which the same is formed are:

1. To promote, create and further an interest in amateur gardening, in plant life, and in bird life;
2. To promote, further and assist in movements of all kinds having as their object the conservation and enhancing of the natural beauty of the State of California;
3. To conduct and maintain garden shows, flower shows, garden centers and other enterprises of a like nature which tend or might tend to create in the minds of the public an interest in gardening, flowers, trees, birds and the natural beauties of the State of California;
4. To publish and distribute magazines, pamphlets, booklets, circulars and posters which are intended to or which might create in the minds of the public an interest in gardening, flowers, trees, birds and the natural beauties of the State of California;
5. To sponsor lectures and to conduct and maintain classes and schools intended to educate the public and create an interest in gardening, bird life and in the appreciation of the natural beauties of the State of California;
6. To accept by gift; to purchase or lease; to operate, manage, control, mortgage or hypothecate real and personal property which could or might be used in furthering or carrying out any of the objects and purposes of this corporation, as herein set forth;
7. To coordinate and centralize the work of the various California garden clubs and associations now or hereafter organized which shall have as their objects any of the purposes herein before set forth; and
8. Generally, to have each and all of the powers and to do any and all of the things that natural persons might do in the furtherance of any of the objects and purposes of this corporation: provided, however, that no act or thing shall be done which contemplates pecuniary gain or profit to any of the members of this organization.

ARTICLE III

This is a corporation which does not contemplate pecuniary gain or profit to the members thereof.

ARTICLE IV

The county in this State, where the principal office for the transaction of the business of the corporation is to be located is Los Angeles County. Branch offices shall from time to time be located elsewhere in the State of California at such places and wherever the directors may determine.

ARTICLE V

(a) The names and addresses of the fifteen persons who are to act in the capacity of directors until the selection of their successors are:

Lucy T. Kirkley,	32 South Serrano Avenue, Los Angeles, California
Marie Taylor,	330 Santa Clara Avenue, San Francisco, California
H. M. Butterfield,	39 Giannini Hall,

Frank J. McCoy, University of California, Berkeley, California
Santa Maria Inn,
Santa Maria, California
Frank E. Ford, 601 West 5th Street,
Los Angeles, California
Martha Roe Hunter, 901 S. Longwood Avenue,
Los Angeles, California
P.M. Grant, 1217 Marengo Avenue,
South Pasadena, California
Elvira Fryda Rees, Vista Inn,
Vista, California
Ethel L. Guiberson, 918 North Roxbury Drive,
Beverly Hills, California
Mrs. G. K. Ford, 36 Soletto Avenue,
San Francisco, California
Clara Page, 186 Lindero, Sacramento, California
Hazel Young, 301 Powell Court,
Healdsburg, California
Merrill C. Smith, 1341 47th Street,
Sacramento, California
Della Bogen, Peninsula Country Club,
Del Monte, California
Ethel Bruton, 1727 Monte Vista
Pasadena, California

(b) The number of persons who shall constitute the number of directors shall remain fifteen until changed by amendment to these Articles or by the By-laws of said corporation.

ARTICLE VI

The authorized number and qualifications of the members of this association, the different classes of membership, the property, voting and other rights and privileges of each class of membership, the liability of each or all classes to dues or assessments and the method of collection thereof, may be set forth in the by-laws of this association.

ARTICLE VII

California Garden Clubs is the name of the existing unincorporated association which is being incorporated by the formation of this corporation.

ARTICLE VIII

This corporation is being formed under the laws of the State of California.

IN WITNESS WHEREOF, we, LUCY T. KIRKLEY, President of California Garden Clubs, and MARTHA ROE HUNTER, Secretary of California Garden Clubs, pursuant to the authority conferred upon us by the said California Garden Clubs, and for the purpose of forming a corporation under the laws of the State of California, have executed these Articles of Incorporation upon this 13th day of May, 1936.

Signed,
LUCY T. KIRKLEY
MARTHA ROE HUNTER

STATE OF CALIFORNIA
County of Los Angeles
ss.

On this 13th day of May, 1936, before me, the undersigned a Notary Public in and for the County of Los Angeles, State of California, personally appeared LUCY T. KIRKLEY and MARTHA ROE HUNTER, known to me to be the persons whose names are subscribed to the foregoing instrument, and acknowledged to me that they executed the same. WITNESS my hand and official seal.

Signed,
M.W. KAINS
Notary Public in and for the County of Los Angeles State of California

RE: INCORPORATION OF CALIFORNIA GARDEN CLUBS, INCORPORATED

STATE OF CALIFORNIA
County of Los Angeles
ss.

LUCY T. KIRKLEY and MARTHA ROE HUNTER, being severally duly sworn, each for herself deposes and says: That Lucy T. Kirkley is the President of California Garden Clubs, an unincorporated association, and that Martha Roe Hunter is the Secretary of California Garden Clubs, an unincorporated association; That such association has duly authorized its incorporation and that the undersigned officers of said association have executed these Articles of Incorporation by the authority of such association.

Signed,
LUCY T. KIRKLEY
MARTHA ROE HUNTER

Subscribed and sworn to before me, this 13th day of May, 1936.

Signed,
M.W. KAINS
Notary Public in and for the County of Los Angeles State of California

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION CALIFORNIA GARDEN CLUBS, INC.**

INCORPORATION No. 167018
Mrs. Milton R. Bell
and
Mrs. J. Donald Drake

CERTIFY-

1. That they are the President and Recording Secretary, respectively, of California Garden Clubs, Incorporated, a California corporation.
2. That at a meeting of the Board of Directors of said corporation duly held at Palm Springs, California, on November 13, 1968, the following Resolution was adopted:

RESOLVED: That Article II (1), of the Articles of Incorporation be amended to read as follows:

Said corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations.

RESOLVED: That Article II (8) of the Articles of Incorporation be amended to add to read as follows:

No part of the net earnings of the corporation shall inure to the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. No substantial part of the activities of the corporation shall be the carrying on of propoganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate f or public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not in the furtherance of its exempt purposes.

BE IT FURTHER RESOLVED: That the Articles of Incorporation of this corporation are hereby amended by the addition of a new Article IX to read as follows:

ARTICLE IX

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any of such assets not so disposed of shall be disposed of by the Superior Court of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purpose.

3. That at a meeting of the members of said corporation, duly held in San Francisco, California, on May 1, 1969, a resolution was adopted, and wording of Article II (1) and Article II (8) were amended and Article IX was amended by addition, set forth in the members' resolution is the same as that set forth in the directors' resolution, of this certificate.
4. That the number of members who voted affirmatively for the adoption of said resolution is 236 registered voting members, and that the number of members constituting a quorum is the majority of registered voting members or a total of 236.

Signed,
MRS. MILTON R. BELL, President
MRS. J. DONALD DRAKE, Recording Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Francisco, California, on May 1, 1969.

Signed,
MRS. MILTON R. BELL, President
MRS. J. DONALD DRAKE, Recording Secretary