

ARTICLES OF INCORPORATION
OF
CALIFORNIA NATIVE PLANT SOCIETY

I

The name of this corporation is

CALIFORNIA NATIVE PLANT SOCIETY

II

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are:

To receive, administer and expend funds for charitable and educational purposes in connection with the native plants of California and for no other purposes, to the express exclusion, however, of the carrying on of any propaganda, or any attempt to influence legislation, or any participation in or intervention in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall have the power to:

- (a) Sue and be sued.
- (b) Make contracts.
- (c) Receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stocks, bonds, and securities of other corporations.
- (d) Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, and expend funds and property subject to such trust.
- (e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- (f) Borrow money, contract debts, and issue bonds, notes, and debentures, and security the payment of performance of its obligations.
- (g) Do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

IV

The county in the State of California where the principal office for the transaction of the business of the corporation is to be located is the County of Alameda.

V

The names and addresses of the persons who are to act in the capacity of members and directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
WATSON M. LAETSCH	2593 Hilgard Berkeley, California
RICHARD V. LOOSLEY	139 Alvarado Road Berkeley 5, California
MAXINE TRUMBO	5996 Skyline Drive El Sobrante, California

The number of directors may be changed from time to time by amendment to the By-Laws duly adopted; provided, however, the number of directors shall not be less than three (3).

VI

No act or thing done hereunder shall confer any benefit upon any member, director or officer of this corporation or other private individuals, either directly or indirectly, and in no event shall the net earnings, income or assets of this corporation be distributed to, or inure to the benefit of, any member, director or officer of this corporation or other private individual, either directly or indirectly. In the event of dissolution or winding up of this corporation, its assets shall be distributed as directed by the Board of Directors for charitable and/or educational purposes to non-profit corporations or institutions organized and operated exclusively for charitable and/or educational purposes which are exempt from federal taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

IN WITNESS WHEREOF, we have hereunto set our hands this ___ day of _____, 1965.

1. Notary Public authorization dated "August 9th, 1965."

2. Note existing text: "and security the payment" {section II (f)} and "Berkeley 5" {section V}.

Certificate of Amendment

Articles of Incorporation

California Native Plant Society, a California public benefit corporation

Submitted to:

**California Secretary of State
Business Filings
1500 11th Street
Sacramento, CA 95814
Attention: Document Filing Support Unit**

The undersigned certify that:

- 1. They are Jacob Sigg, President, and Jo Kitz, Secretary, respectively, of the California Native Plant Society, a California corporation.**
- 2. Articles II, III, IV, V and VI of the Articles of Incorporation of this corporation are amended to read as follows:**

II

The specific and primary purposes for which this corporation is formed and for which it shall be exclusively administered and operated are:

To receive, administer and expend funds for charitable and educational purposes in connection with the native plants of California and for no other purposes. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1954, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1954, as amended.

In order to accomplish the foregoing charitable and educational purposes and for no other purpose or purposes, this corporation shall have the power to:

- a) Sue and be sued.**
- b) Make contracts.**
- c) Receive property by devise or bequest, subject to the laws regulating the offer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations.**
- d) Act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, and expend Adds and property subject to such trust.**
- e) Convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.**

f) Borrow money, contract debts, and issue bonds, notes, and debentures, and secure the payment or performance of its obligations.

g) Do all the other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

III

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 and charitable pin-poses.

This corporation elects to be governed by all applicable provisions of the California Nonprofit Corporation Law, California Corporations Code Section 5130 et seq..

IV

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

V

The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption as provided by Section 214 of the Revenue and Taxation Code of the State of California. No act or thing done hereunder shall confer any benefit upon any member, director or officer of this corporation or other private individual, either directly or indirectly, and in no event shall the net earnings, income or assets of this corporation be distributed to, or inure to the benefit of, any member, director or officer of this corporation or other private individual, either directly or indirectly. In the event of dissolution or winding up of this corporation, its assets shall be distributed as directed by the Board of Directors to a fund, foundation or corporation organized and operated for charitable and educational purposes meeting the requirements for exemption of Section 214 of the Revenue and Taxation Code of the State of California and which is exempt from federal taxes under Section 501(c)(3) of the Internal Revenue Code of 1954, as amended.

If this corporation holds any assets in 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, upon petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

Article VI was deleted.

3. The foregoing amendments of Articles have 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: 10 June 2000