

ARTICLES OF INCORPORATION
OF
ART BEAL FOUNDATION

I

The name of this corporation is ART BEAL FOUNDATION.

II

The purposes for which this corporation is formed are:

(a) The primary purpose of the ART BEAL FOUNDATION is the restoration, preservation and protection of the unique manmade landmark known as "NITWIT RIDGE" located on Bedford Street in the western section of Cambria Pines in Cambria, California.

(b) The secondary purpose of the ART BEAL FOUNDATION is to assist in the restoration, preservation and protection of other unique County of San Luis Obispo landmarks, both natural and manmade, including but not restricted to the following: Morro Bay Estuary and Sandspit; the seven volcanic peaks from Morro Rock to Cerro San Luis; and Painted Rock and other sites containing native American art and artifacts, both sacred and secular.

(c) The general purposes and powers are to possess and exercise all of the powers conferred by law upon non-profit

corporations and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including without limiting the generality of the foregoing, any or all of the following acts or things:

(1) To buy, lease, rent or otherwise acquire, hold, or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real or personal, and including shares of stock, bonds, or securities of other corporations, and wheresoever situated;

(2) To receive property by devise or bequest, subject to the laws relating to the transfer of property by testamentary disposition, to act as trustee under any trust and receive, hold, administer, and expend the funds and properties subject to any such trust;

(3) To borrow money and to contract debts; to issue bonds, notes and other evidences of indebtedness, and to secure the same by any or all of the property of this corporation, or to issue the same unsecured;

(4) To apply for and obtain grants of public monies to promote the purposes of this corporation and to take

all necessary and proper actions to qualify for said grants;

(5) To enter into, make, perform and carry out partnerships, joint ventures and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm, association, municipality, county, state, governmental or municipal or governmental subdivision;

(6) Notwithstanding any of the above statements of power, 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 primary purpose of this corporation.

III

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

IV

The county and this state where the principal office for the transaction of the business of this corporation is to be located is San Luis Obispo County.

V

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

<u>NAME</u>	<u>ADDRESS</u>
JOHN FITZRANDOLPH	238-1/2 Sandercock Street San Luis Obispo, California 93401
VICKI LEÓN	238-1/2 Sandercock Street San Luis Obispo, California 93401
JAMES M. DUENOW	550 Dana Street San Luis Obispo, California 93401

The number of directors may be fixed or changed from time to time by amendment of the Articles of Incorporation of this corporation, or by amendment of the bylaws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members called pursuant to the bylaws.

VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, and the property, voting, and other rights and privileges of members shall be as set forth in the bylaws; provided, however, that the members of this corporation shall have no liability for dues or assessments.

VII

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

its members and is organized solely for non-profit purposes. The property, assets, profits, and net income of this corporation or irrevocably dedicated to the charitable 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 or to the benefit of any private shareholder or individual. 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 non-profit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California.

If this corporation holds any assets in trust, they shall be disposed of in such a manner as may be directed by judgment of the Superior Court of the county in which this corporation's principal office is located, on petition by the Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, we, the undersigned, being the

persons named above as the first directors, have executed these Articles of Incorporation this 6th day of January, 1976.

John Fitzrandolph

JOHN FITZRANDOLPH

Vicki Leon

VICKI LEON

James M. Duenow

JAMES M. DUENOW

STATE OF CALIFORNIA)
) ss.
COUNTY OF SAN LUIS OBISPO)

On this 6th day of January, 1976, before me, the undersigned, a notary public, personally appeared JOHN FITZRANDOLPH, VICKI LEON and JAMES M. DUENOW, known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed the same.

Carole R. McHugh

CAROLE R. McHUGH

