

ARTICLES OF INCORPORATION

OF

LOS ANGELES ASTRONOMICAL SOCIETY, INC.

*[The following text restates the provisions of the articles of incorporation originally filed on June 26, 1929 under the name of Amateur Telescope Makers Society, as subsequently amended on June 13, 1934, April 4, 1949 and November 8, 1979]*

KNOW ALL MEN BY THESE PRESENTS: That we the undersigned, a majority of whom are citizens and residents of the State of California, and who have heretofore associated together under the name of Amateur Telescope Makers Society for the purpose of promoting social intercourse among the members of said Society and promoting and advancing interest in the construction of astronomical instruments and in promoting interest in the study of astronomy, and not for pecuniary profit, and desiring to cause said Society to be incorporated under the laws of the State of California under the provisions of Title III of Part 4 of Division first of the Civil Code of the State of California, do hereby certify:

I

That the name of the said corporation shall be: LOS ANGELES ASTRONOMICAL SOCIETY, INC.

II

That the purposes for which said corporation is formed are to promote social intercourse among its members, to promote interest in the construction and development of astronomical instruments and to promote interest in the study and advancement of the science of astronomy, and to acquire, own, purchase, sell, convey, mortgage, lease and maintain property of all kinds, both real and personal; to incur debts and to raise, borrow and secure the repayment of money in any lawful manner; to build club houses, observatories, laboratories, work shops and to do any and all other acts necessary and convenient for the promotion of the aforesaid purposes, and to exist as a social club under the provisions of Title XII of Part 4 of Division first of the Civil Code of the State of California governing such corporations, and not for pecuniary profit.

III

The place where the principal business of said corporation is to be transacted is Los Angeles, California.

IV

That the said corporation shall have perpetual existence.

V

That the number of directors of said corporation shall be twelve (12), and the names and residences of the directors who have been elected to serve for the first year and until the election and qualification of their successors are as follows:

NAME

John A. Gayton	Los Angeles, California
W.F. Van Atta	Glendale, California
Frank Mergenthaler	Los Angeles, California
E.A. Letcher	Los Angeles, California
Dr. George H. Ferguson	Los Angeles, California
James Herron	Los Angeles, California

VI

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1954.

The property of this corporation is irrevocably dedicated to charitable and educational purposes. No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)