

NOV 17 2010

RESTATED ARTICLES OF INCORPORATION
of
AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, LONG BEACH BRANCH

The undersigned certify that:

1. They are the president and secretary, respectively, of American Association of University Women, Long Beach Branch, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is American Association of University Women, Long Beach Branch.

ARTICLE II

- A. 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 (hereinafter "Law") for public purposes.
- B. The specific and primary purpose of this corporation is to advance equity for women and girls through advocacy, education, philanthropy, and research.

ARTICLE IV

The direction and management of the affairs of this corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors comprised of such number of persons as may be fixed by the Bylaws of this corporation. The directors shall continue to serve until their successors are selected in the manner provided in the Bylaws of the corporation.

ARTICLE V

- A. Corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated there under as they now exist or as they may hereafter be amended.
- B. Notwithstanding any other provision of these Articles of Incorporation, the directors of this corporation shall not engage, participate, or intervene in any activity or transaction that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or the corresponding provisions of any future United States Internal Revenue law.
- C. This corporation shall have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California, including the powers to contract, rent, buy, or sell personal or real property.

- D. Notwithstanding any other statements herein, this corporation will engage only in those activities and/or exercise those powers that are consistent with the laws governing a California Nonprofit Public Benefit Corporation, as they now exist or as they may hereafter be amended, and with the specific and primary purposes of the corporation, as set forth herein.

ARTICLE VI

- A. The assets of this corporation are irrevocably dedicated to social welfare 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.
- B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501(C)(4) of the Internal Revenue Code.

ARTICLE VII

- A. The liability of the directors and executive officers of this corporation for money damages shall be eliminated to the fullest extent permissible under the law, including and without limitation, in particular with respect to volunteer directors and volunteer executive officers, as provide in Section 5239 thereof.
- B. This corporation is authorized to provide for, whether by an agreement or otherwise, the indemnification of "agents," as that term is defined in Section 5238 of the Law. Notwithstanding, the immediately preceding sentence, the directors and executive officers of this corporation shall be entitled to indemnification to the fullest extent permitted under, and in accordance with, Section 5238 of the Law.
- C. This corporation shall have the power to purchase and maintain insurance on behalf of any agent pursuant to, and to the fullest extent permitted under, Section 5238 of the Law.
- D. Any repeal or modification of this Article VII shall be prospective only and shall not adversely affect any right or protection of a director, executive officer, or agent of this corporation existing at the time of such repeal or modification.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this document are true and correct of our own knowledge and that this document was executed on June 5, 2010 in Long Beach, County of Los Angeles, California.



**Patricia A. Ferrer, President
American Association of University Women,
Long Beach Branch**



**Bobbi Burket, Secretary
American Association of University Women,
Long Beach Branch**



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

NOV 20 2010 *NSB*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State