

**ARTICLES OF INCORPORATION
OF
THE MONDAY CLUBHOUSE CONSERVANCY**

ARTICLE I: NAME OF CORPORATION

1. The name of the corporation is The Monday Clubhouse Conservancy.

ARTICLE II: PURPOSE OF CORPORATION

2. 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 purposes.
3. The specific purpose of this corporation shall be to preserve and restore the historical landmark known as The Monday Club of San Obispo, California, and to provide public access to the landmark for educational purposes, and to carry on other charitable and educational activities associated with this goal as allowed by law.
4. This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United State internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III: AGENT FOR SERVICE OF PROCESS

5. The name and address in the State of California of the corporation's initial agent for service of process is Jennifer Alderman, 1815 Monterey Street, San Luis Obispo, CA 93401.

ARTICLE IV: TAX-EXEMPT STATUS OF CORPORATION

6. Tax-exempt status.
 - (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)(9), and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

- (b) All corporate property is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.
- (c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable and/or educational purposes, if the organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law), and satisfies the requirements of California Revenue and Taxation Code §214.
- (d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code §4942 or by corresponding provisions of any later federal tax laws.
- (e) The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code §4941(d) or in corresponding provisions of any later federal tax laws.
- (f) The corporation will not retain any excess business holdings as defined in Internal Revenue Code §4943(c) or in corresponding provisions of any later federal tax laws.
- (g) The corporation will not make investments in a manner that would subject it to tax under Internal Revenue Code §4944 or under corresponding provisions of any later federal tax laws.
- (h) The corporation will not make any taxable expenditures as defined in Internal Revenue Code §4945(d) or in corresponding provisions of any later federal tax laws.

ARTICLE IV: ADDRESS OF CORPORATION

- 7. The initial principal business address of the corporation shall be 1815 Monterey Street, San Luis Obispo, CA 93401. The initial mailing address of the corporation shall be P.O. Box 167, San Luis Obispo, CA 93406.

ARTICLE V: FUTURE FILING DATE REQUESTED

- 8. The corporation requests a future filing date of June 1, 2015.

IN WITNESS WHEREOF, the undersigned Incorporator has executed these Articles of Incorporation on this 22nd day of May, 2015, at San Luis Obispo, California

William V. Douglass, Incorporator