I, MARCH FONG EU, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this

MAR 7 - 1979

March Fong Eu
Secretary of State
ARTICLES OF INCORPORATION

OF

THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY

ARTICLE I

NAME

The name of the corporation is THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY.

ARTICLE II

PURPOSES AND POWERS

The purposes for which this corporation is formed are:

(1) The specific and primary purposes are:

(a) To assist in the development of the San Diego Public Library (hereinafter called the Library), so that it may fulfill its literary, social, and educational purposes;

(b) To encourage and arrange for gifts of books, materials, and other property to the Library;

(c) To promote public use and support of the Library, and appreciation of its value to the community;

(d) To consult with the Library administration and other authorities in order to further the above objectives.

(2) The general purposes and powers are to engage in any other lawful activity, including the collection and disbursement of funds, related to the foregoing objectives and purposes.
provided, however, that 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 purposes of this corporation.

ARTICLE III
ORGANIZATION

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

ARTICLE IV
PRINCIPAL OFFICE

The county in this State where the principal office for the transaction of the business of the corporation is located in San Diego County,

ARTICLE V
DIRECTORS

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

Murray W. Duberstein  Box 28031
                        San Diego, California 92128

Irene Weber  6376 Castejon Drive
              La Jolla, California 92037

Ellen F. MacBurke  1617 Brookes Avenue
                   San Diego, California 92103
ARTICLE VI

ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any
provisions of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

**ARTICLE VII**

**BYLAW PROVISIONS**

(1) **Directors.** The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

(2) **Members.** The authorized number, if any, and qualification of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws.

**ARTICLE VIII**

**DEDICATION AND DISSOLUTION**

(1) The property of this corporation is irrevocably dedicated to scientific, literary and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue
and Taxation Code, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

(2) On the dissolution or winding up of the corporation its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to the San Diego Public Library, or other nonprofit fund, foundation, or corporation which is organized and operated exclusively for scientific, literary or educational purposes for use in the aid or betterment of the San Diego Public Library in a manner consistent with the purposes expressed in these Articles, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(3) 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, on 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 IX

LIMITATION ON CORPORATE ACTIVITIES

No part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to
influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

ARTICLE X

DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

(1) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(2) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(3) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(4) The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.
(5) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

ARTICLE XI

NAME OF EXISTING ASSOCIATION

The name of the unincorporated association which is being incorporated is THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY.

EXECUTION

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation on the __th day of September, 1978.

Murray W. Duberstein, President

Ellen F. MacBurke, Secretary

STATE OF CALIFORNIA )
COUNTY OF SAN DIEGO ) SS

On __tst 25__, 1978, before me, the undersigned, a Notary Public for the State of California, personally appeared MURRAY W. DUBERSTEIN, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that he executed the same.

Carolee Marie Kohler
Notary Public for the State of California
STATE OF CALIFORNIA )
COUNTY OF SAN DIEGO ) SS

On _____Augt. 15____, 1978, before me, the undersigned, a Notary Public for the State of California, personally appeared ELLEN F. MacBURKE, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged that she executed the same.

[Signature]
Notary Public for the State of California
AFFIDAVIT

STATE OF CALIFORNIA )
) SS
COUNTY OF SAN DIEGO )

MURRAY W. DUBERSTEIN, being first duly sworn, deposes and says:

That he is the President of THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY, the unincorporated association mentioned in the foregoing Articles of Incorporation; that said association has duly authorized its incorporation and has authorized the undersigned, as President, together with the Secretary, to execute the Articles of Incorporation.

MURRAY W. DUBERSTEIN

Subscribed and sworn to before me this 9th day of November, 1978, at San Diego, California.

Sinala P. Fries
Notary Public

AFFIDAVIT

STATE OF CALIFORNIA )
) SS
COUNTY OF SAN DIEGO )

ELLEN F. MacBURKE, being first duly sworn, deposes and says:

That she is the Secretary of THE FRIENDS OF THE SAN DIEGO PUBLIC LIBRARY, the unincorporated association mentioned in the foregoing Articles of Incorporation; that said association has duly authorized its incorporation and has authorized the undersigned, as Secretary, together with the President, to execute the Articles of Incorporation.

ELLEN F. MACBURKE

Subscribed and sworn to before me this 16th day of July, 1978, at San Diego, California.

Notary Public