

(ENDORSED)
FILED
OCT 29 1969

M. 24894
ARTICLES OF INCORPORATION

ENDORSE
FILED
In the office of the Secretary of State
of the State of California
OCT 14 1969

FRANK M. JORDAN, Secretary of State
By C. OSCAR JOHNSON
Deputy

GEORGE E. FOWLES, Clerk
I. MAIORANA
DEPUTY

OF
FINE ARTS GALLERY ASSOCIATION

FIRST: The name of the corporation is FINE ARTS
GALLERY ASSOCIATION.

SECOND: The purposes for which this corporation is
formed are:

(a) The specific and primary purposes are to
promote and encourage public interest in and support of
fine arts.

(b) The general purposes and powers are to have
and exercise all rights and powers conferred on nonprofit
corporations under the laws of California, including the
power to contract, rent, buy or sell personal or real
property; provided, however, that this corporation shall
not, except to an insubstantial degree, engage in any
activities or exercise any powers that are not in further-
ance of the primary purposes of this corporation.

THIRD: This corporation is organized pursuant to the
General Nonprofit Corporation Law of the State of California.

FOURTH: The county in this State where the principal
office for the transaction of the business of the cor-
poration is located is Santa Clara.

FIFTH: (a) The number of Directors of this
corporation shall be seventeen (17).

(b) The names and addresses of the persons
who are to act in the capacity of Directors until the

selection of their successors are:

BARBARA M. CASSIN
2367 Newhall Street
San Jose, California 95128

PATRICIA MEISS
1986 Josephine Avenue
San Jose, California 95124

MAURIE GILES
1474 DePalma Drive
San Jose, California 95120

ALICE RICHARDS
3561 Amber Drive
San Jose, California 95117

ANN MARIE MIX
14 Decorah Lane
Campbell, California 95008

ROBERT DAWE
433 So. 12th Street
San Jose, California 95112

JUNE MANNING
2880 Kring Drive
San Jose, California 95125

MARILYN DORSA
1643 Andalusia Way
San Jose, California 95125

ANN DYKMANS
14980 Winchester Blvd.
Los Gatos, California 95030

CHARLOTTE WENDEL
285 Manchester Avenue
Campbell, California 95008

FAITH NEALLEY
1820 Terri Way
San Jose, California 95124

CAROL VOSS
1418 Sunshadow Lane
San Jose, California 95127

WINIFRED BROWN
1678 Sweetbriar Drive
San Jose, California 95125

BETSY G. WILLIAMS
1130 DeLynn Way
San Jose, California 95125

BERNICE ARNERICH
1206 Blewett Avenue
San Jose, California 95125

VIRGINIA YOUNGBLOOD
1707 Sweetbriar Drive
San Jose, California 95125

SIXTH: (a) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes.

(b) The property, assets, profits, and net income of this corporation are irrevocably dedicated to charitable, scientific, literary, and educational purposes.

(c) 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 nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable, scientific, literary, or educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code.

(d) If this corporation holds any assets in trust, such assets shall, on dissolution, be disposed of in such a manner as may be directed by decree of the superior court of the county in which this corporation's principal

office is located, on petition therefor by the Attorney General or by any person concerned in the liquidation.

SEVENTH: No substantial 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.

EIGHTH: The name of the unincorporated association which is being incorporated is FINE ARTS GALLERY ASSOCIATION.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary, respectively, of FINE ARTS GALLERY ASSOCIATION, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation on September 12, 1969.

/s/ Barbara M. Cassin
Barbara M. Cassin, President

/s/ Maurie H. Giles
Maurie Giles, Recording Secretary

On September 12, 1969, before me,

PARMA LEE BAKER, a Notary Public for the

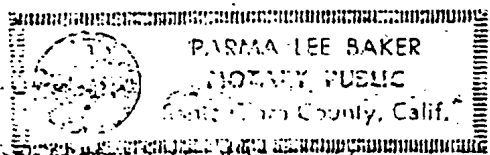
State of California, personally appeared BARBARA M. CASSIN, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of FINE ARTS GALLERY ASSOCIATION, and acknowledged that she executed the same.

PARMA LEE BAKER

PARMA LEE BAKER
Notary Public for the State
of California

My Commission expires:

November 13, 1969



State of California

County of Santa Clara } ss

On September 16, 1969, before me,

PARMA LEE BAKER, a Notary Public for the

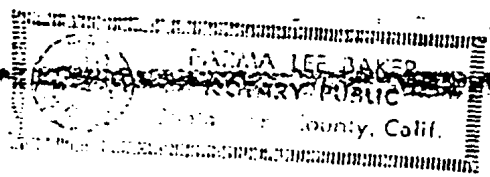
State of California, personally appeared MAURIE GILES, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of FINE ARTS GALLERY ASSOCIATION, and acknowledged that she executed the same.

PARMA LEE BAKER

PARMA LEE BAKER
Notary Public for the State
of California

My Commission expires:

November 13, 1969



DECLARATION OF AUTHORITY

BARBARA M. CASSIN and MAURIE GILES each states that she is the President and Recording Secretary, respectively, of the unincorporated association mentioned in the foregoing Articles of Incorporation, and that said association has duly authorized its incorporation and has authorized the undersigned, as said officers, to execute the Articles of Incorporation.

Each of the undersigned declares under the penalty of perjury that the foregoing statement is true and correct.

Executed at San Jose, California, September 12, 1969.

/s/ Barbara M. Cassin
Barbara M. Cassin, President

/s/ Maurie H. Giles
Maurie Giles, Recording Secretary

LED

MAY 29 1974

JOHN KAZUBOWSKI

L BELPIER

24894

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
In the office of the Secretary of State
of the State of California

MAY 21 1974

EDMUND G. BROWN, Secretary of State
By JAMES E. HARRIS
Deputy

CHARLOTTE WENDEL and VIRGINIA FARNQUIST certify:

1. That they are the president and the recording secretary of FINE ARTS GALLERY ASSOCIATION, a California corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at Civic Art Gallery, San Jose, California, on November 12, 1973; the following resolution was adopted:

"RESOLVED: That Article FIRST of the Articles of Incorporation of this corporation be amended to read as follows:

'The name of this corporation is SAN JOSE MUSEUM OF ART ASSOCIATION'."

3. That the members have adopted said amendment by resolution at a meeting held at San Jose, California, on March 6, 1974. That the wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the numbers of members represented by vote consent is 34. That the number of members constituting a quorum of those entitled to vote on or consent to the amendment is 29.

Charlotte Wendel

Charlotte Wendel

Virginia Farnquist

Virginia Farnquist

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Jose, California, on May 9, 1974.

Charlotte Wendel

Charlotte Wendel

Virginia Farnquist

Virginia Farnquist