

RESTATED ARTICLES OF INCORPORATION
OF
MONTEREY STATE HISTORIC PARK ASSOCIATION

ARTICLE I
NAME

The name of this corporation is:

MONTEREY STATE HISTORIC PARK ASSOCIATION.

ARTICLE II
PURPOSES

(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 for charitable purposes. Specifically, this corporation is formed to promote and support the preservation, operation, and maintenance of Monterey State Historic Park, and such educational, interpretive, and other programs and activities as promoting visitor appreciation, understanding, and knowledge of the cultural and historic resources of Monterey State Historic Park.

(b) This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provisions of any future United States internal revenue law.

(c) Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provisions of any future United States internal revenue law, or (ii) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provisions of any future United States internal revenue law.

(d) The corporation elects to be governed by all of the provisions of the California Nonprofit Corporation Law of 1980, as amended (the “Law”), not otherwise applicable to it under Part 5 of Division 2 of such Law.

ARTICLE III

This corporation shall have no members within the meaning of §5056 of the California Nonprofit Corporation Law, as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the board of directors of this corporation. All rights which otherwise

would vest in the members including, without limitation, the right to elect directors, shall vest in the board of directors.

ARTICLE IV TAX-EXEMPT STATUS

(a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

(b) No substantial part of the activities of this corporation shall consist of lobbying, carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distributing statements) on behalf of or in opposition to any candidate for public office.

(c) The property of this corporation is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this corporation shall inure to the benefit of any of its directors, officers, or any other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its charitable and educational purposes.

(d) Upon the dissolution or winding up of this corporation, the assets remaining after paying or adequately providing for the corporation's debts and liabilities, shall be distributed to the California Department of Parks and Recreation (or any successor department(s) thereto then charged with the interpretation, education, operation and maintenance programs for Monterey State Historic Park). If Monterey State Historic Park is no longer a unit of the California State Park system, or the California Department of Parks and Recreation (or any successor department thereto) refuses to accept the remaining assets of the corporation, such assets shall be distributed to such other governmental agency or authority, and/or such other nonprofit organization(s) as is (or are) then engaged in the operation and maintenance of Monterey State Historic Park or such educational, interpretative or other programs and activities that promote visitor appreciation, knowledge, and understanding of the cultural and historic resources of Monterey State History Park; provided that any such nonprofit organization shall be tax-exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law). If there is no governmental agency or authority or qualified nonprofit organization that remains engaged in the preservation and maintenance of Monterey Historic State Park or the operation of educational, interpretive, and other programs and activities that promote visitor appreciation, understanding, and knowledge of the cultural and historic resources of Monterey State Historic Park, the remaining assets of the corporation, after paying or adequately providing for its debts and liabilities, shall be distributed to one or more fund, foundation or organization that is organized and operated exclusively for charitable and/or educational purposes and is tax-exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law).