

ARTICLES OF INCORPORATION

OF

CALIFORNIA BLUEGRASS ASSOCIATION

727815

ENDORSED
FILED

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

DEC 16 1974

EDMUND G. BROWN, Secretary of State

By JAMES E. HARRIS

Deputy

I.

The name of this corporation is:

CALIFORNIA BLUEGRASS ASSOCIATION

II.

The purpose for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in Paragraph (1) of this Article II below, are:

(1) To promote, encourage, foster and cultivate the preservation, appreciation, understanding, enjoyment, support, and performance of bluegrass, old-time, gospel, and traditional instrumental and vocal music of the United States.

(2) To conduct and carry on, directly or indirectly, educational and promotional activities, including sponsoring or supporting festivals, contests, jamborees, jam sessions, presentations, exhibits, and performances, and to provide information relating to and to encourage playing and listening to bluegrass, old-time, gospel and traditional music.

(3) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any of the purposes for which this corporation is formed.

(4) To purchase or otherwise acquire, own, hold, sell, assign transfer, or otherwise dispose of, mortgage, pledge, or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.

(5) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or otherwise hypothecate or encumber real and personal property.

(6) To borrow money, incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal.

(7) To enter into, make, perform and carry out contracts of every kind for any lawful purpose without limit as to amount, with any person, firm, association or corporation, municipality, county, parish, state, territory, government (foreign or domestic) or other municipal or governmental subdivision.

(8) To carry on any activity whatsoever, either as principal, agent or partner, which this corporation may deem proper or convenient in connection with any of the foregoing purposes or otherwise, or which may be calculated directly or indirectly to promote the interests of this corporation; provided, however, that this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

(9) To have and to exercise all the powers conferred by the General Nonprofit Corporation Law of California upon nonprofit corporations, as such law is now in effect or may at any time hereafter be amended.

The foregoing statements of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities which in themselves are not in furtherance of the charitable purposes set forth in Paragraph (1) of this Article II, and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members as such, or to distribute any gains, profits or dividends to any of its members.

III.

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is Contra Costa County.

IV.

(1) The number of Directors of the corporation shall be seven or such other number as may be fixed or changed from time to time by appropriate amendment of the articles of incorporation of this corporation, or by the by-laws or an amendment thereto duly adopted by the written assent of the members of the corporation entitled to exercise a majority of the voting power or the vote of a majority of a quorum at a meeting of members called pursuant to the by-laws.

(2) The names and addresses of the persons who are appointed to act as first Directors of the corporation are:

<u>NAMES</u>	<u>ADDRESSES</u>
Carl R. Pagter	870 Tanglewood Dr. Lafayette, Calif. 94549
Michael D. Seeber	2 Anchor Drive, #494 Emeryville, Calif. 94608
Carol J. Masters	2863 Yorba St. San Francisco, Calif. 94116
Douglas J. Graham	33183 Los Huertas Lafayette, Calif. 94549
Jacob O. Quesenberry	1780 Via Flores San Jose, Calif. 95132
Robert Scoville	28 Tamal Vista Corte Madera, Calif.
Jack Sadler	19150 Overlook Rd. Los Gatos, Calif. 95030

V.

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. 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 or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, literary, and educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, the assets of this corporation remaining after payment of, or provision of payment of, all debts or liabilities of this corporation shall be distributed to a corporation or corporations, fund or funds, or foundation or foundations, qualified for exemption from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as now in effect or as subsequently amended.

VI.

The Articles of Incorporation of this corporation shall not be amended except with the vote or written consent of a majority of its members.

VII.

The qualifications of the members of this corporation, the different classes of membership, the voting and other rights and privileges of members, the obligations of members, their liability to dues and assessments, and the collection of dues and assessments shall be as set forth in the By-Laws of this corporation.

VIII.

In recognition of the charter members of this corporation, their names are recorded as follows:

<u>Michael D. Seeber</u>	<u>Carl R. Pagter</u>
<u>Jacob O. Quesenberry</u>	<u>Carol J. Masters</u>
<u>Douglas J. Graham</u>	<u>Robert Scoville</u>
<u>Jack Sadler</u>	<u>Elmo Shropshire</u>
<u>Pat Shropshire</u>	<u>David Garelick</u>
<u>Paul Lampert</u>	<u>Ronald Masters</u>

<u>Edward S. Pagter</u>	<u>Ken Davis</u>
<u>Joe Wynn</u>	<u>Bob Littleton</u>
<u>Tom Caffrey</u>	<u>Ray Park</u>
<u>Steve Preston</u>	<u>Linda Edmiston</u>
<u>John Hedgecoth</u>	<u>Tom Rigney</u>
<u>Paul Shalasky</u>	<u>Steve deHaas</u>
<u>Keith Little</u>	<u>Jon Lundberg</u>
<u>John Berg</u>	<u>George Martin</u> 309 & 4918
<u>Wayne Williams</u>	<u>Van Phillips</u>
<u>Rick Stephenson</u>	<u>Laurie Lewis</u>
<u>Michael Drayton</u>	<u>Michael Mendelson</u>
<u>Robie MacDonald</u>	<u>Gene Tortora</u>
<u>Ron White</u>	<u>Arthur Kee</u>
<u>John Lytle</u>	<u>Dale Johnson</u>

IN WITNESS WHEREOF, for the purpose of forming this corporation under the General Nonprofit Corporation Law of the State of California, we, the undersigned, constituting the incorporators of this corporation and the persons named hereinabove as its first Directors, have executed these Articles of Incorporation as of the 10th day of October, 1974.

Cyril D. Masters
Michael D. Spiller
Douglas J. Graham
Robert C. Bunker
Paul R. Baxter
Robert Scott
Jack Saller