

FILED

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

FEB 5 1979

MARION FORD III, Secretary of State  
By Gloria J. Carroll  
Deputy

ARTICLES OF INCORPORATION  
OF  
HISTORIC AUBURN MERCHANT'S COUNCIL  
A NONPROFIT CORPORATION

I. The name of this Corporation is: HISTORIC AUBURN  
MERCHANT'S COUNCIL.

II. The purposes for which this Corporation is formed  
are:

(a) The specific and primary purposes are to initiate,  
sponsor, promote, and carry out plans, policies, and activities  
that will tend to promote the preservation and improvement of  
Historic Auburn. To promote the common business interest of the  
members, and to engage in all lawful activities and operations  
usually and normally engaged in by a business league.

(b) The general purposes and powers are:

(1) To buy, lease, rent, or otherwise acquire, hold,  
or use, own, enjoy, sell, exchange, lease, mortgage, entrust,  
pledge, encumber, transfer on trust, or otherwise dispose of  
any and all kinds of property, whether real, personal or mixed  
and to receive property by devise or bequest;

(2) To borrow money and to contract debts, to issue bonds,  
notes, and other evidence of indebtedness, and to secure them  
by any or all of the property of this Corporation, or to issue  
them unsecured;

(3) To enter into, make, perform, and carry out contracts  
with every kind for any lawful purpose and without limit on  
amount with any person, firm or corporation;

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

(5) Notwithstanding any of the above statements of purposes and powers, this Corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in Paragraph (a) of this Article Two, 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, or to distribute any gains, profits, or dividends to any of its members as such, except on dissolution or winding up.

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

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

IV. These Articles of Incorporation may be amended by the vote or written consents of not less than two-thirds of the voting members, and not otherwise, except where the votes have a greater percentage of members are required by law for amendment of specific provisions herein.

V. The county in the state where the principal office for the transaction of the business of this corporation is to be located is Placer County.

VI. The general management of the affairs of this corporation shall be under the control, supervision and direction of the Board of Directors.

The number of directors of this Corporation shall be not fewer than five (5) nor more than eight (8); the exact number shall be set forth in the By-laws. The minimum and maximum number of directors may be fixed or changed by amendment of the Articles of Incorporation of this corporation in the manner set forth in Article Four.

The number of directors, within the limit set forth in the Articles of Incorporation of this corporation, may be fixed or changed from time to time by amendment of the By-laws of this corporation adopted by the vote or 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. The names and addresses of the persons who are to act as the first Directors of this corporation are:

<u>Name</u>	<u>Address</u>
<u>Ted Fujii</u>	<u>150 Cedar St., Auburn, CA 95603</u>
<u>Randy Hands</u>	<u>5750 Connie Ct., Loomis, CA 95650</u>
<u>Betty L. Gadberry</u>	<u>834 Marguerite Mine Rd., Auburn, CA</u>
<u>Ted L. Dalton</u>	<u>190 Sacramento St., Auburn, CA 956</u>
<u>George Sandler</u>	<u>1585 Lincoln Way, Auburn, CA 95603</u>

VII. The qualifications of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability for dues and assessments, and the method of collection of dues and assessments shall be as set forth in the By-laws provided,

however, that any By-laws fixing or changing the liability of the members of this corporation for dues and assessments may be adopted, amended, or repealed only by the vote of written consent of a majority of the voting members of this corporation.

VIII. The name of the unincorporated association that is being incorporated is THE HISTORIC AUBURN MERCHANT'S COUNCIL.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary/Treasurer, respectively, of the HISTORIC AUBURN MERCHANT'S COUNCIL, the unincorporated association that is being incorporated by these Articles of Incorporation, have executed them this 7th day of March, 1978.

Ted Fujii

Betty L. Gadberry

State of California

County of Placer

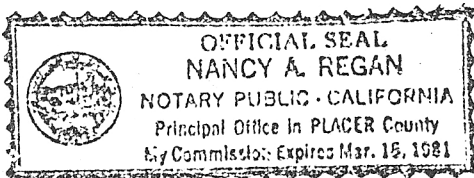
SS.

On this the 7th day of March 1978, before me,

the undersigned Notary Public, personally appeared  
TED FUJI and BETTY L. GADBERRY

Known to me to be the person(s) whose name(s) \_\_\_\_\_ subscribed to the within instrument and acknowledged that they executed the same for the purposes therein contained.

IN WITNESS WHEREOF, I hereunto set my hand and official seal.



Nancy A. Regan

AFFIDAVIT

STATE OF CALIFORNIA)  
  : ss.  
COUNTY OF PLACER        )

TED FUJII and BETTY L. GADBERRY, being first sworn, each for himself, says: That TED FUJII is the President and that BETTY L. GADBERRY is the Secretary of the HISTORIC AUBURN MERCHANT'S COUNCIL, the unincorporated association mentioned in the foregoing Articles of Incorporation; that the association has authorized its incorporation and has authorized the undersigned, as the officers, to execute the Articles of Incorporation.

*Ted Fujii*  
\_\_\_\_\_  
TED FUJII

*Betty L. Gadberry*  
\_\_\_\_\_  
BETTY L. GADBERRY

Suscribed and sworn to before me on the 7 day of March, 1978.

*Nancy A. Regan*  
\_\_\_\_\_  
NOTARY PUBLIC

