

**ARTICLES OF INCORPORATION
OF
SAN DIEGO ASTRONOMY ASSOCIATION**

Incorporated February 23, 1963
Amended through March 1, 1989

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OF
SAN DIEGO ASTRONOMY ASSOCIATION**

I

The name of this corporation shall be SAN DIEGO ASTRONOMY ASSOCIATION.

II

The purpose of this corporation shall be to further the education of it's members and the public in Astronomy and the related physical sciences by:

- a. Conduction public lecture programs.
- b. Developing and maintaining a free lending library
- c. Conducting public field seminars in astronomical observing practice.
- d. Conducting public instruction in astronomical telescope construction.
- e. Promoting organized scientific research activities among it's members.
- f. Providing the means of exchanging scientific information among individuals having a common interest in astronomy.
- g. Conducting only such other activities as may be deemed educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954

III

This corporation is organized pursuant to the General Non-Profit Corporation Law of California.

IV

The principal office for the transaction of the business of this corporation is to be located in the County of San Diego, State of California.

V

The names and addresses of the persons who are appointed to act as the first directors are as follows:

Howard L. McCalla	Lemon Grove, California
John L. Kerr	San Diego, California
George W. Kocontes	San Diego, California
William H. Parkins	San Diego, California
Colin H. MacDonald	San Diego, California

VI

Any person who meets the requirements of, and who is willing to subscribe to the Articles of Incorporation and By-Laws of this corporation shall be qualified for membership therein subject to governing By-Law condition thereon.

VII

The different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and the method of collection thereof, shall be set forth in the By-Laws.

VIII

There shall be no limit to the total number of members.

IX

The following actions of the Corporation shall be by written assent of a majority of all the members:

- a. Acquiring or disposing of right, title, or interest in real property.
- b. Incurring financial obligations in excess of the Corporation's capacity to pay from current dues-year revenues;
- c. Amending, adopting, or repealing the Articles of Incorporation or By-Laws;
- d. Dissolution of the Corporation.

X

This Corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for non-profit purposes. Upon winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for educational and/or scientific purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefore by the Attorney General or by any person concerned in the liquidation.

X (a)

All property, currently owned, or hereafter acquired by the corporation, is irrevocably dedicated to scientific purposes, and upon liquidation, dissolution, or abandonment of corporate property by the corporation will not inure to the benefit of any private person, except a fund, foundation, or corporation organized and operated for scientific or charitable purposes within the meaning of Revenue and Taxation Code, Section 214.

XI

No assessments shall be levied against the membership.

XII

Proxy voting shall not be permitted.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation this _____ day of March, A.D. 1963.

Howard L. McCalla, Incorporator
William H. Parkins, Incorporator
John L. Kerr, Incorporator
Colin H. MacDonald, Incorporator
George W. Kocontes, Incorporator