

State of California



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 22 2002

Secretary of State



2377788

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

JAN 18 2002

BILL JONES, Secretary of State

**ARTICLES OF INCORPORATION
OF
THE SANTA CRUZ COUNTY FAIR HERITAGE FOUNDATION,
*A California Non-Profit Public Benefit Corporation***

I. NAME

The name of the corporation is THE SANTA CRUZ COUNTY FAIR HERITAGE FOUNDATION.

II. PURPOSES

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 public and charitable purposes. The public and charitable purposes of the corporation are to advance education, science, sports, recreation and other charitable activities which benefit the community and improve social welfare. The corporation will: preserve and enrich agricultural and other heritage of the community; promote science, art, music, history, health and recreation; support public education and entertainment activities; and support related facility improvements and public monuments.

This corporation is organized exclusively for charitable and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name of the initial agent of the corporation for service of process is Ms. Judith Panick whose complete business address is 2601 East Lake Avenue, Watsonville, California 95076.

IV. DIRECTORS

The corporation shall have a minimum of five (5) and a maximum of nine (9) directors. The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

- | | | |
|----|--------------------|---|
| 1. | Mr. Bill George | 57 Blake Avenue, Corralitos, CA 95076 |
| 2. | Mr. Richard Travis | 135 Travis Lane, Watsonville, CA 95076 |
| 3. | Mr. Gary Darrigo | 342 Enos Lane, Watsonville, CA 95076 |
| 4. | Ms. Mary Barsi | 501 Smith Road, Watsonville, CA 95076 |
| 5. | Mr. David Morales | 240 Westgate Drive, Watsonville, CA 95076 |

V. BYLAW PROVISIONS

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

(b) Members. There shall be no members.

VI. DEDICATION AND DISSOLUTION

(a) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

(b) On the dissolution or winding up of the 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 purposes and which has established its tax-exempt status under Internal Revenue Code Section 501 (c) (3).

(c) If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefor in the liquidation, in a proceeding to which the Attorney General is a party.

VII. LIMITATION ON CORPORATE ACTIVITIES

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 or intervene in any political campaign (including publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of THE SANTA CRUZ COUNTY FAIR HERITAGE FOUNDATION and the initial Directors named in these Articles of Incorporation, have executed these Articles of Incorporation on November 30, 2001.

Bill George
Mr. Bill George, Director

Richard Travis
Mr. Richard Travis, Director

Gary Darrigo
Mr. Gary Darrigo, Director

Mary Barsi
Ms. Mary Barsi, Director

David Morales
Mr. David Morales, Director

DECLARATION

We are the persons whose names are subscribed below. We collectively are all of the incorporators of THE SANTA CRUZ COUNTY FAIR HERITAGE FOUNDATION, A California Non-Profit Public Benefit Corporation, and all of the initial directors named in the Articles of Incorporation, and we have executed these Articles of Incorporation. The foregoing Articles of Incorporation are our act and deed, jointly and severally.

Executed on November 30, 2001, at Watsonville, California.

We, and each of us, declare that the foregoing is true and correct.

Bill George
Mr. Bill George

Richard Travis
Mr. Richard Travis,

Gary Darrigo
Mr. Gary Darrigo,

Mary Barsi
Ms. Mary Barsi,

David Morales
Mr. David Morales

