



CBEA

California Business Education Association, Inc.

ARTICLES OF INCORPORATION
OF
CALIFORNIA BUSINESS OF EDUCATION ASSOCIATION, INC.

ARTICLE I - NAME

The purposes for which the CALIFORNIA BUSINESS EDUCATION ASSOCIATION, INC. is formed are:

- (a) The specific and primary purposes are to promote all phases of business education, both vocational and non-vocational, and to cooperate with other groups dedicated to this goal. As part of these general purposes and objectives, the Corporation may take whatever steps are necessary and engage in such activities as are necessary to meet its goals including, but not limited to, research, experimentation, dissemination of information, and the funding and granting of scholarships or fellowships, provided that the Corporation shall not engage in any activity which would be inconsistent with the status of an education and charitable organization as defined in Section (c) (3) of the Internal Revenue Code of 1954 or any successor provision thereto.
- (b) The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.
- (c) Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

ARTICLE III - ORGANIZATION

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

ARTICLE IV - PRINCIPLE OFFICE

The county in this State where the principal office for the transaction of the business of the corporation is located in Santa Clara County.

ARTICLE V - DIRECTORS

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Name</u>	<u>Address</u>
Mrs. Lucille Mitchell	13888 Valley Vista, Sherman Oaks, CA 91423
Mr. Richard Rogers	P.O. Box 328, Columbia, CA 95310
Mrs. Marjorie Dixon-Moore	32440 Lois Way, Union City, CA 94587
Mr. Richard J. Dallas	1480A North Street, Santa Rosa, CA 95404
Mr. Edward Anderson	1201 W. Westcott, Visalia, CA 93277

ARTICLE VI - ACTION BY CONSENT OF BOARD WITHOUT MEETING

Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

ARTICLE VII - 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. The authorized number, if any, and qualifications of members of the Corporation, the filling of vacancies, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws.

ARTICLE VIII - DEDICATION AND DISSOLUTION

(a) The property of this Corporation is irrevocably dedicated to educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code 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 educational purposes and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE IX - LIMITATION ON CORPORATE ACTIVITIES

Section 1. No part of the net earnings of the Corporation shall inure to the benefit of any member, sponsor, donor, creator, director, officer, employee, or without limitation, any other private individual or to the benefit of any corporation, organization, any part of the net earnings of which inure to the benefit of any private individual; provided, this shall not prevent payment of reasonable compensation for services actually rendered to or for the Corporation in effecting its purposes.

Section 2. The Association shall not divert any part of its income or corpus to any member, sponsor, donor, creator, director, officer, or employee; by lending any part of its income or corpus without receipt of adequate security and a reasonable rate of interest; by paying any compensation in excess of reasonable allowance for salaries, or other compensation for personal services actually rendered; by making any purchase of security or other property for more than adequate consideration for money or money's worth; or by engaging in such diversion of its income or corpus.

The Corporation shall not make any accumulation of its income, unreasonable in amount or duration, or use any income for purposes other than the objects hereinbefore set forth or invest income in any manner as to jeopardize the fulfillment or carrying out of its objects. The Corporation shall not devote a substantial portion of its activities to carrying on propaganda or otherwise attempting to influence legislation, and in no event, shall the Corporation engage in any legislative activities other than those in direct furtherance of the Corporation's stated objectives. The Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office. In general, the Corporation shall not act in any way or engage in any activities which might affect its right to full tax exemption or the right of donors to the Corporation to fulfill tax deductions for their contributions to the Corporation, and the Corporation shall be so operated as to be entitled to and receive all tax exemptions, federal or local, which may from time to time be granted to charitable, scientific, or educational associations, corporations, or foundations.

ARTICLE X - NAME OF EXISTING ASSOCIATION

The name of the unincorporated association being incorporated is CALIFORNIA BUSINESS EDUCATION ASSOCIATION.