



State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 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

JUN 30 2007

Debra Bowen

DEBRA BOWEN
Secretary of State

JUN 26 2007

**RESTATED
ARTICLES OF INCORPORATION
of
LEISURE WORLD HISTORICAL SOCIETY OF LAGUNA HILLS.**

The undersigned certify that:

1. They are the president and the secretary, respectively, of Leisure World Historical Society of Laguna Hills, a California Corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

"RESTATED

**ARTICLES OF INCORPORATION
OF
HISTORICAL SOCIETY OF LAGUNA WOODS**

**ARTICLE I
Name**

The name of this corporation shall be **HISTORICAL SOCIETY OF LAGUNA WOODS.**

**ARTICLE II
Purpose**

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 purposes. The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are to operate an historical society.
- (b) To collect, preserve and own such records, books, manuscripts, charts, maps, photographs, films and other materials pertaining to the history of Laguna Woods Village (formerly known as Rossmoor Leisure World of Laguna Hills and Leisure World of Laguna Hills), the City of Laguna Woods and its surrounding environs in Orange County, California; to engage in research in connection therewith and to disseminate information to the public so as to foster knowledge and appreciation of the people and events that contributed to such history; and to operate as a library that is open to the public.
- (c) The general purposes and powers are to have and to 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 except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

- (d) The corporation shall not carry on any 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 or the corresponding section of any future federal tax code, or
 - B. By a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (e) 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 public office.
- (f) This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.

ARTICLE III Powers

Without limiting the authority of this Corporation to undertake any activity permitted under the California General Non-profit Corporation Law, this corporation shall have the following powers:

- (a) To solicit gifts of, to receive by gifts, devise or bequest, to purchase and to otherwise acquire real and personal property of every kind and nature, including shares of stocks, bonds, securities of other corporations, and to hold, own manage and administer the same.
- (b) To act as trustee under any trust incidental to the purposes of this corporation and to receive, hold, administer and expend funds and property subject to such trust.
- (c) To supervise and direct the investment and management of all funds and properties received by the corporation.
- (d) To buy, sell, assign, convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.
- (e) To invest and reinvest funds of the corporation in real or personal property of every kind and nature, including bonds, corporate common or preferred stocks or securities of any type or character.

- (f) To borrow money, contract debts and issue bonds, notes, debentures, and secure the payment or performance of its obligations.
- (g) To sell, exchange, dispose of, pledge, provide as collateral, or otherwise encumber property of the corporation to obtain funds or property to invest, reinvest or manage in a manner consistent with standards established for management of the property of the corporation
- (h) To make contracts, and to do all other acts necessary or expedient for the administration of the affairs and the attainment of the purposes of this corporation.
- (i) To make donations for charitable, scientific, educational or other purposes.
- (j) To make contributions for purposes that the Board of Directors deem necessary in order to protect the quality of life. Quality of life includes, but is not limited to, the property values of the corporation's members and/or the residents of the City of Laguna Woods.

ARTICLE IV. Principal Office

The principal office for the transaction of the business of this corporation is located in the County of Orange, State of California.

ARTICLE V Membership

The Corporation has no members and shall have no members. The Corporation may have "honorary members" or "participating members," but those persons are not members (as such term is used in the California Nonprofit Public Benefit Corporations Code) and they shall have none of the rights and privileges accorded to members under said Code.

ARTICLE VI. Irrevocable Dedication

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 person. Upon the dissolution or winding up of the corporation its assets, remaining after payment, 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 Section 501(c) (3) of the Internal Revenue Code.

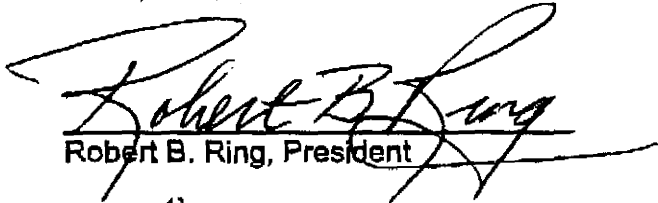
If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior

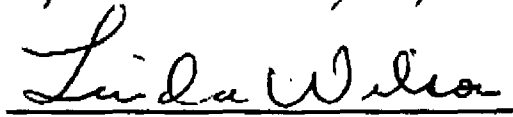
court of the county in which the corporation has its principal office, upon petition by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party."

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: 27 MARCH 2007


Robert B. Ring, President


Linda Wilson, Secretary

