

**RESTATED ARTICLES OF INCORPORATION OF
THE JUNIOR LEAGUE OF SAN DIEGO, INC.**

Adopted September 8, 1929

Amended February 1947, March 1957, May 1965, May 1971 and August 2007

KNOW ALL MEN BY THESE PRESENT:

We, the undersigned, a majority of whom are citizens and residents of the State of California, have voluntarily associated ourselves together for the purpose of forming a corporation under the provisions of Title XII, Part IV, Division I of the Civil Code of the State of California, for purposes other than pecuniary profit and we hereby certify:

FIRST: The name of this corporation shall be JUNIOR LEAGUE OF SAN DIEGO, INC.

SECOND: The objects and purposes of which and for any of which this corporation is formed are:

To foster an interest in the social, economic, educational and civic conditions of the Community; to establish, own, control, operate and/or maintain hospitals, nurseries, schools, institutions, museums and/or libraries; to assist in the education, training and entertainment of those interested in the social, economic, educational or civic conditions of the community; to provide for the education, training, care and/or housing of children and/or others; to assist and further all projects and activities connected with the purposes of this organization and to make efficient volunteer service in connection therewith;

To acquire by gift, devise, bequest, purchase, lease or otherwise, to hold, own, mortgage, pledge, sell, assign, transfer or otherwise dispose of or encumber, real and personal property, either or both, of every kind and description, or any interest therein, necessary or proper for the purposes of this corporation.

To do and perform every act and thing necessary or convenient to carry out the above purposes, to the same extent as natural persons might or could do.

THIRD: The principal office for the transaction of the business of the corporation will be located in the County of San Diego, State of California.

FOURTH: The names and residences of the Directors who are appointed to serve until the election and qualifications of their successors are as follows:

Miriam P. Barney, San Diego, California
Harriet B. Wimmer, Chula Vista, California
Eleanor Klauber, San Diego, California
Mary Maud Burnham, San Diego, California
Mildred R. Jackson, San Diego, California

Katherine B. Ostrander, San Diego, California
Hester Uhl Miller, San Diego, California

FIFTH: Said corporation shall have power from time to time to make and adopt By-Laws and rules and regulations for any legitimate purposes and to repeal or amend the same or any part thereof. Such By-Laws and rules and regulations may include, among other things, provisions for the admission, suspension and/or expulsion of members, the election, qualification, removal and/or duties of officers, and/or the holding, maintaining, safekeeping and management of the corporation's property.

The voting power of the corporation shall be vested exclusively in the Active Members, who shall each be entitled to one vote upon any proposition on which a vote is taken. There shall be the following Classes of membership, to-wit: Active Members, Provisional Members and Sustaining Members.

Property belonging to said corporation or which may be acquired by it is, and shall be irrevocably dedicated to charitable purposes, within the meaning of the Internal Revenue Code, and upon the liquidation, dissolution or abandonment of said corporation, will not inure to the benefit of any private person but shall be distributed to a fund, foundation or corporation organized operated for charitable purposes meeting the requirements of Revenue and Taxation Code Section 213, provided, however, that none of its assets shall at any time be distributed to any organization which does not qualify for Federal Income Tax exemption as charitable within the meaning of the Internal Revenue Code.

SIXTH: The foregoing clauses shall be construed both as objects and powers and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation.