

State of California



Office of the
Secretary of State

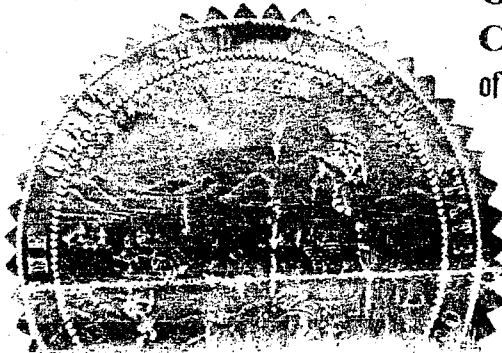
I, Frank M. Jordan, Secretary of State
of the State of California, hereby certify:

That on the 25th day of JULY, 1951,

SANTA CRUZ MASONIC TEMPLE FOUNDATION

became incorporated under the laws of this State
by filing its Articles of Incorporation in my office.

In Witness Whereof, I hereunto
set my hand and affix the
Great Seal of the State of
California this 25th day
of July, 1951.



Frank M. Jordan
Secretary of State

255731

**ENDORSED
FILED**

In the office of the Secretary of State
of the State of California
JUL 25 1951

ARTICLES OF INCORPORATION
OF THE
SANTA CRUZ MASONIC TEMPLE FOUNDATION

FRANK M. JORDAN, Secretary of State
By ROBERT V. JORDAN
Assistant Secretary of State

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, for the purpose of forming a corporation under Part I of Division Two of the Corporations Code of the State of California, also known as the General Nonprofit Corporation Law, do certify:

FIRST: That the name of this corporation shall be SANTA CRUZ MASONIC TEMPLE FOUNDATION.

SECOND: That the purposes for which the corporation is formed are as follows:

(a) To acquire, erect, construct, equip and maintain a Masonic Temple for the use of Santa Cruz Lodge No. 38 Free and Accepted Masons of the State of California.

(b) To acquire real property and to erect, construct, equip and maintain a building or buildings thereon.

(c) To lease or acquire and remodel, refit and improve a building or buildings already constructed.

(d) To acquire the equipment and furnishings necessary or convenient for the use or occupancy of any building.

(e) To receive property by devise or bequest, subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations.

(f) To convey, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal.

(g) To borrow money, contract debts, and issue bonds, notes and debentures, and secure the payment or performance of its obligations.

(h) To make contracts, and to do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the corporation.

(i) To do all things and have all powers granted or allowed under the laws of the State of California to nonprofit corporations.

The sub-paragraphs (a) to (i), both inclusive, of this Second paragraphs shall be construed both as statements of purposes and powers, and the statements contained in each clause thereof shall not be limited or restricted by reference to or inference from the provisions of any other clause.

THIRD: That this corporation does not contemplate the distribution of gains, profits, or dividends to the members thereof.

FOURTH: The principal office of the corporation for the transaction of business is to be located in the County of Santa Cruz, State of California.

FIFTH: The number of directors of said corporation shall be such as may be fixed and determined by the articles of the corporation or by the by-laws of the corporation, or any amendment to either thereof; and the names and addresses of the directors who are appointed to serve until the election and qualification of their successors are as follows:

NAME

ADDRESSES

<u>Victor Durden</u>	<u>1326 Laurel Street</u> <u>Santa Cruz, California</u>
<u>Fred H. Schlichting</u>	<u>494 Lockhart Gulch Road</u> <u>Santa Cruz, California</u>
<u>Irvin M. Smith</u>	<u>116 Magnolia Street</u> <u>Santa Cruz, California</u>
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SIXTH: The corporation shall have no capital stock. The voting power of the corporation shall be vested exclusively in the holders of the Regular Memberships. Each Regular member shall be entitled to one vote for each Regular Membership standing in its or his name on the books of the corporation.

SEVENTH: The Memberships of the corporation shall be divided into two general classes, to-wit, Regular Memberships and Contributing Memberships.

A. Regular Memberships may be issued to Santa Cruz Lodge No. 38, F. & A.M.: such Memberships shall be issued in such numbers and upon such terms and conditions as may be fixed and determined by the By-Laws of the corporation.

B. No member may hold more than one membership.

C. Contributing Memberships may be issued to any Masonic Lodge, or to any member thereof, or to any Lodge, Chapter, Association or Organization which admits to membership only Masons or relatives of Masons, or to any member of such Lodge, Chapter, Association or Organization, who or which shall contribute not less than the sum to be fixed therefor by the by-laws of the corporation. All Memberships shall be non-assessable and

non-duospaying. Contributing Memberships shall be non-voting and shall have no right or interest in the assets or property of the corporation.

Contributing Memberships shall not be limited in number and may be transferred.

The corporation may provide in its By-Laws for such additional qualifications, rights, and duties of both regular and contributing members as are not inconsistent with the provisions hereof.

IN WITNESS WHEREOF, we have hereunto set our hands this 18th day of July, 1951.

Victor Durden

Fred H. Schlichting

Irvin M. Smith

STATE OF CALIFORNIA, }
COUNTY OF SANTA CRUZ. } SS

On the 18th day of July, 1951, before
me, Bert B. Snyder a Notary Public in and for said
County of Santa Cruz, State of California, residing therein,
lawfully commissioned and sworn, personally appeared Victor Durden
Fred H. Schlichting, Irvin M. Smith,

known to me to be the persons whose names are subscribed to the
within instrument and acknowledged to me that they executed the
same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official seal in the County of Santa Cruz the day and
year in this certificate first above written.

(seal)

BERT B. SNYDER
Notary Public in and for the County
of Santa Cruz, State of California.

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

of

SANTA CRUZ MASONIC TEMPLE FOUNDATION

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JUL 11 1962
FRANK M. JORDAN, Secretary of State
By F. C. VOGEL
Deputy

The undersigned, Kenneth D. Ferguson and Roy L. Mayfield, certify that they now are and at all times herein mentioned, have been the duly elected and acting vice-president and secretary, respectively, of Santa Cruz Masonic Temple Foundation, a California nonprofit corporation, and that:

1. At a regular meeting of the Board of Directors of the corporation, duly held at Santa Cruz, California, at 10:00 o'clock P.M. on May 1, 1962, the following resolution was adopted:

RESOLVED, that Article THIRD of the Articles of Incorporation of the corporation be amended to read as follows:

"THIRD: That this corporation does not contemplate the distribution of gains, profits, or dividends to the members thereof. This corporation is organized for the exclusive purpose of holding title to property, collecting income therefrom, and turning over the entire amount, less expenses, to Santa Cruz Lodge No. 38, Free and Accepted Masons of the State of California."

RESOLVED, FURTHER, that said amendment is hereby adopted and approved.

2. That at a regular meeting of the members of the corporation duly held at Santa Cruz, California, at 8:00 o'clock P.M. on July 3, 1962, the foregoing amendment to the Articles of Incorporation was ratified, approved and adopted by a resolution identical in form to said directors' resolution set forth in paragraph 1 of this certificate.

3. The corporation is a nonstock corporation and is one having unequal voting power and the total number of votes entitled to be cast for or consent to the amendment is seven.

4. That the number of votes cast for and consenting to the amendment was seven votes.

Dated: July 5, 1962

KENNETH D. FERGUSON
Vice-President of
Santa Cruz Masonic Temple Foundation

ROY L. MAYFIELD
Secretary of
Santa Cruz Masonic Temple Foundation

Each of the undersigned declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed on July 5, 1962, at Santa Cruz, California.

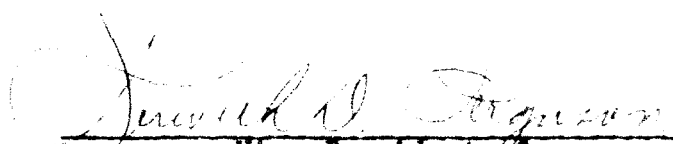
KENNETH D. FERGUSON

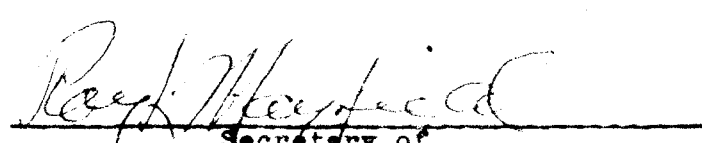
ROY L. MAYFIELD

3. The corporation is a nonstock corporation and is one having unequal voting power and the total number of votes entitled to be cast for or consent to the amendment is seven.

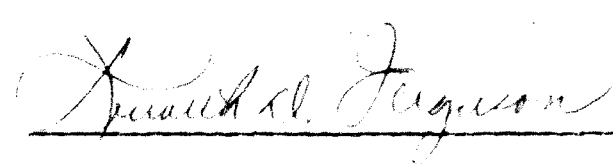
4. That the number of votes cast for and consenting to the amendment was seven votes.

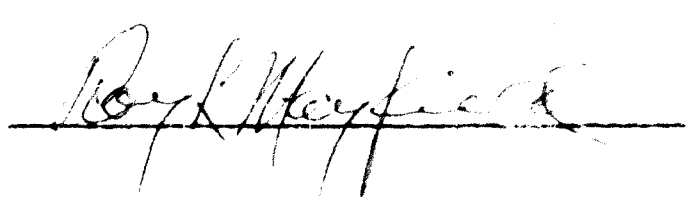
Dated: July 5, 1962


Vice-President of
Santa Cruz Masonic Temple Foundation


Secretary of
Santa Cruz Masonic Temple Foundation

Each of the undersigned declares under penalty of perjury that the foregoing is true and correct and that this certificate was executed on July 5, 1962, at Santa Cruz, California.





4/9/84 .

ARTICLES OF INCORPORATION
OF

SANTA CRUZ MASONIC TEMPLE ASSOCIATION

*1st Class 2297
Requirements
Adopted 6-2-87
by Santa Cruz Lodge
#38 F & Am. Soc Santa
Cruz Masonic
Temple Foundation
AKA Santa Cruz Masonic
Temple Association
CJW*

FIRST: The name of this corporation is SANTA CRUZ
MASONIC TEMPLE ASSOCIATION.

SECOND: This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity for which a corporation may be organized under such law.

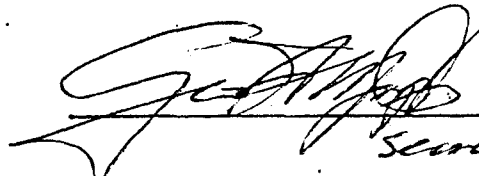
THIRD: The exclusive purpose for which this corporation is formed is to hold title to property, collect income therefrom and turn over the entire amount thereof, less expenses, to SANTA CRUZ Lodge No. 38, Free and Accepted Masons of the State of California, an organization described in Section 501(c)(10) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these Articles, this corporation shall not engage in any activities or exercise any powers that are not in furtherance of the exclusive purpose of this corporation.

FOURTH: The name and address in the State of California of this corporation's initial agent for service of process is:

JOHN YOST, (Worshipful Master)

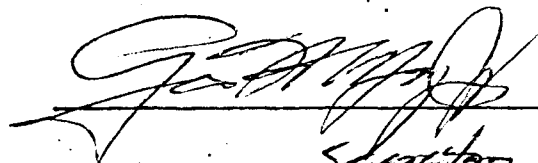
FIFTH: No part of the net earnings of the corporation shall inure to the benefit of any member or private shareholder, as defined for purposes of Section 501(c)(7) of the Internal Revenue Code of 1954.

IN WITNESS WHEREOF, the undersigned has executed the foregoing Articles of Incorporation on June 2, 1987.



Secretary

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.



Secretary