

ARTICLES OF INCORPORATION
OF THE
LOS ANGELES COMPUTER SOCIETY

Article I. NAME

The name of this corporation is:

LOS ANGELES COMPUTER SOCIETY.

Article 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 charitable purposes. It shall operate in accordance with Section 501 (c)(3) and Subchapter A of Chapter 42 of Subtitle D of the Internal Revenue Code of 1986 (or any corresponding provision of any future United States Internal Revenue Law), as the board of directors of this corporation shall from time to time determine.

Article III. POWERS

This corporation shall have all the powers of a natural person, subject only to the limitations imposed by these articles of incorporation, the bylaws of this corporation and applicable law. It shall have the legal powers permitted nonprofit public benefit corporations organized under the laws of the State of California.

Article IV. DIRECTORS

The number of directors of this corporation shall be established by the bylaws of this corporation.

Article V. MEMBERS

The bylaws of this corporation shall establish the number and classification or identification of its members.

Article VI. LIMITATIONS ON CORPORATE ACTIVITIES

A. This corporation is organized exclusively for charitable, literary, educational, and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law.

B. No part of the net earnings of this corporation shall inure to the benefit of any of any director, officer, or member of this corporation, or to the benefit of any private individual (except that reasonable compensation may be paid for services rendered to or for the corporation affecting one or more of its purposes).

C. No substantial part of the activities of this corporation shall consist of lobbying or carrying on propaganda, or otherwise attempting to influence legislation, except as permitted by the Internal Revenue Code of 1986 or any future U.S. Internal Revenue law. This corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

Article VII. DEDICATION AND DISSOLUTION

All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed for use in the furtherance of the purposes of this corporation to one or more nonprofit funds, foundations or corporations organized and operated exclusively for charitable, educational or scientific purposes and which are exempt from taxation under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future U.S. internal revenue law.

Article VIII. INITIAL AGENT FOR SERVICE OF PROCESS

This corporation's initial agent for service of process is Martin P. Wenz, Esq., 12400 Wilshire Blvd., Suite 400, Los Angeles, CA 90025 (213) 826-8805.

DATED: , 1991

William E. Peters, Incorporator

Paul Wilson, Incorporator

Stephanie Nordlinger, Incorporator