

#175622

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FILED JY

In the office of the Secretary of State
of the State of California

NOV - 7 1994

RESTATED ARTICLES OF INCORPORATION

OF

MUSEUM ASSOCIATES

Tony Miller
Acting Secretary of State

William A. Mingst and James R. Young certify that:

1. They are the President and Secretary/Treasurer respectively, of MUSEUM ASSOCIATES, a California nonprofit public benefit corporation.
2. The Articles of Incorporation are hereby amended and restated to read as set forth in Exhibit A hereto, which is incorporated herein by this reference.
3. The foregoing amendment and restatement of the Articles of Incorporation has been approved by the Board of Directors of said corporation.
4. The corporation has no 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: November 2, 1994



William A. Mingst, President



James R. Young, Secretary/Treasurer

ARTICLES OF INCORPORATION

OF

MUSEUM ASSOCIATES

ONE: The name of this corporation is: **MUSEUM ASSOCIATES.**

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific purposes for which this corporation is formed are to encourage activities and promote education in the field of art in aid of and in connection with the Los Angeles County Museum of Art located in Los Angeles, California, and all departments and divisions thereof, wheresoever the same may be established or located, and the construction, management and operation of museums and galleries of art at any place in Los Angeles County. Such purposes for which this corporation is organized are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) and Section 23701d of the California Revenue and Taxation Code, and such educational purposes meet the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any activity 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 of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law).

THREE: (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political

EXHIBIT A

campaign on behalf of or in opposition to any candidate for public office.

(b) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the directors thereof, to any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law), or to any private individual.

(c) The property, assets, profits and net income of this corporation are dedicated irrevocably to the purposes set forth in Article Two, above, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder or member thereof or to the benefit of any private individual.

(d) Upon 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 to a nonprofit fund, foundation or corporation which is organized and operated exclusively for similar charitable and educational purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (or the corresponding provision of any future United States Internal Revenue Law) and which is qualified for exemption from taxation under Section 23701d of the California Revenue and Taxation Code.

FOUR: This corporation elects to be governed by all of the provisions of the California Nonprofit Corporation Law of 1980, not otherwise applicable to it under Part 5 thereof.



EXHIBIT A