

AMENDED AND RESTATED ARTICLES OF INCORPORATION  
OF  
FRIENDS OF THE RANCHO MIRAGE PUBLIC LIBRARY  
A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

Joseph Lund and Jeanette Janik certify that:

1. They are the President and the Secretary, respectively, of FRIENDS OF THE RANCHO MIRAGE PUBLIC LIBRARY, a California Nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as set forth in full in the document entitled "RESTATED ARTICLES OF INCORPORATION OF FRIENDS OF THE RANCHO MIRAGE PUBLIC LIBRARY" which is attached hereto and by this reference is incorporated herein.
3. The foregoing amendment and restatement of the 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 the 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: June 5 2009

Signed \_\_\_\_\_  
Joseph Lund, President

Signed \_\_\_\_\_  
Jeanette Janik, Secretary

[ATTACHMENT]

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OF  
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ARTICLE ONE  
NAME

The name of this corporation is: Friends of the Rancho Mirage Public Library.

ARTICLE TWO  
STATEMENT OF CORPORATE NATURE

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

ARTICLE THREE  
PURPOSES

This corporation is organized exclusively for charitable, literary, or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue code, or corresponding provisions of any subsequent federal tax law. Such purposes include the making of distributions to organizations that qualify as tax-exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

The specific purposes for which this corporation is organized are to provide educational and charitable assistance to the Rancho Mirage Public Library by promoting a general knowledge of the services and needs of the Library and enriching the Library through the solicitation of gifts and contributions and include:

- a. To cultivate a close relationship between the residents of the community and the Rancho Mirage Public Library;
- b. To promote a general knowledge of functions, resources, services and needs of the library;
- c. To foster the development of cultural programs centered about the library;
- d. To enrich library resources by soliciting gifts and contributions; the collection of books and other publications; endowments and bequests; and
- e. To sell discarded and gift books and other library materials for the benefit of the Rancho Mirage Public Library.

ARTICLE FOUR  
POWERS

This corporation shall have and exercise all rights and powers conferred on corporations generally under the laws of California. However, this corporation is not empowered to engage in any activity that is not in itself in furtherance of its purposes as a corporation exempt from taxation under Section 501(c)(3) of the Internal Revenue Code or under corresponding provisions of any subsequent federal tax laws, or as a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax laws.

No substantial part of the activities of this corporation shall consist of lobbying or propaganda or otherwise attempting to influence legislation, except as permitted in Section 501(h) of the Internal Revenue Code or corresponding provisions of subsequent federal tax laws. Nor shall it participate or intervene in, by publication or distribution of any statements or otherwise, in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE FIVE  
MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and liability for dues and assessments and their method of collection shall be set forth in the corporation bylaws.

ARTICLE SIX  
DIRECTORS

The powers of this corporation shall be exercised, its properties, if any, controlled, and its affairs conducted by the board of directors. The number of the directors of the corporation shall be eleven (11). The number may be changed by amendment of the Articles or by amendment to the Bylaws.

The term or terms of directors shall be determined by the Bylaws but if the Bylaws are silent in this regard, then each director shall serve for a term of three years following his or her election at the annual meeting of members or until the qualification of their successors in office. Election of directors shall rotate so that each year one-third (approximately, or in a sequence of 4, 4, and 3) of the directors will be elected for the subsequent three year period. A director may be re-elected but for not more than a total of three successive terms (9 years) subject to waiver by the board of directors.

The annual meeting shall be held at the library premises in the month of January of each year, at the principal office of the corporation, or at such other place or places as the board of directors from time to time by resolution shall designate.

Any action required or permitted to be taken by the board of directors under any provision of the law may be taken without a meeting if all members of the board individually or collectively consent in writing to such action. The written consent or consents shall be filed with the minutes of the proceedings of the board. Any such action taken by written consent shall have the same force and effect as action by unanimous vote of the directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the board of directors without a meeting and that the articles of incorporation and bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

In addition, there shall be at least one (1) ex-officio director designated by the Board, who shall be the Library Director of the Rancho Mirage Public Library. The ex-officio director shall have the right to notice of, and to attend and participate in, all meetings of the Board and membership however, an ex-officio director shall not vote, be counted toward a quorum of the Board, or nominate Directors to election to the Board.

## ARTICLE SEVEN

### DEDICATION OF PROPERTY

The property of this corporation, if any, is irrevocably dedicated to charitable and educational purposes. No part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member of the corporation, or to the benefit of any other individual.

## ARTICLE EIGHT

### MANAGEMENT OF INCOME

(a) Distribution of Income.

The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or corresponding provisions of any subsequent tax law.

(b) Self-dealing.

The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax law.

(c) Excess Business Holdings.

The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(d) Investments Jeopardizing Charitable Purpose.

The corporation shall not make any investments in such a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or corresponding provisions of any subsequent federal tax laws.

(e) Taxable Expenditures. The corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Internal Revenue Code, or corresponding provisions of any subsequent federal law.

## ARTICLE NINE

### DISSOLUTION

On the dissolution or winding up of this corporation, its assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code or corresponding provisions of any subsequent federal laws. In the alternative, its assets shall be distributed for public purposes to the federal government or to a state or local government. Any such assets not so distributed shall be disposed of in the manner directed by decree of the Superior Court of the county in which the corporation has its principal office, on petition therefore by the Attorney General of the State of California, or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.