

**ARTICLES OF INCORPORATION**  
**OF**  
**RANCHO MIRAGE PUBLIC LIBRARY FOUNDATION**

**I**

The name of this corporation is Rancho Mirage Public Library Foundation.

**II**

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

**III**

The name and address in the State of California of this corporation's initial agent for service of process is Steven B. Quintanilla, 35-325 Date Palm Drive, Suite 202, Cathedral City, California 92234.

**IV**

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3), Internal Revenue Code. It has been formed for the specific charitable purpose of raising funds from the general public and other sources to carry on programs directly and to support programs, facilities and services that benefit the City of Rancho Mirage Public Library (the "Library"), including but not limited to creating public awareness of and access to the Library for all residents of Rancho Mirage, providing financial and other support for improving its operations, acquiring and expanding facilities and equipment such as electronic means of accessing information, and acquiring book collections and such other items as the Board of Directors, in consultation with the Library's Board of Directors may from time to time determine.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**V**

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to

the Library and used exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

VI

This corporation shall be subject to the provisions of the Ralph M. Brown Act, California Government Code Sections 54950 through 54963, as amended from time to time, the California Public Records Act, California Government Code Sections 6250 through 6276.48, as amended from time to time, and the Political Reform Act of 1974, California Government Code Sections 81600 through 9105, as amended from time to time.

VII

This corporation shall be governed by a board of directors consisting of eleven (11) directors, all of whom shall be appointed and be subject to removal by the Library Board of Directors.

VIII

Any amendment, modification or repeal of these articles may become effective only upon ratification by the Library Board of Directors.

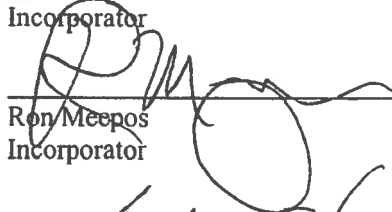
DATE: September 16, 2010



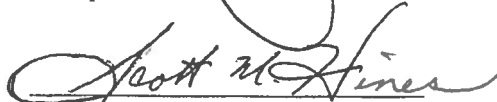
Richard W. Kite  
Incorporator



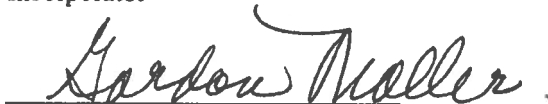
G. Dana Hobart  
Incorporator



Ron Meebos  
Incorporator



Scott Hines  
Incorporator



Gordon Moller  
Incorporator

## ARTICLE V

### Committees

#### Section 1. Committees.

(a) The Foundation Board may, by resolution adopted by a majority of the Directors then in office, provided that a quorum is present, establish one or more committees consisting of at least a majority of directors of the Foundation Board plus any other person or persons. Members of all committees shall be appointed by the Foundation Board. Members of all committees shall serve at the pleasure of the Foundation Board.

(b) The Foundation Board shall have the power to prescribe the manner in which proceedings of any committee shall be conducted. In the absence of any such prescription, such committee shall have the power to prescribe the manner in which its proceedings shall be conducted. Unless these Bylaws, the Foundation Board or such committee shall otherwise provide, the regular and special meetings and other actions of any committee shall be governed by the provisions of Article V applicable to meetings and actions of the Foundation Board which shall be subject to the Brown Act. Each committee shall keep regular minutes of its proceedings and shall report the same to the Foundation Board from time to time, as the Foundation Board may require.

Section 2. Alternates. The Foundation Board may designate one or more directors as alternate members of any such committee, who may replace any absent member at any meeting of the committee.

Section 3. Standing Committees. The Foundation Board may create standing committees consisting of two or more directors of the Foundation Board that has continuing subject matter jurisdiction over a particular issue. Each such standing committee shall establish its rules for the conduct of its affairs, shall establish its duties and purposes, and shall perform such other duties as the Foundation Board may prescribe from time to time.

Section 4. Special Advisory Committees. From time to time, the Chair of the Foundation Board may appoint one or more special advisory committees consisting of less than a majority of the Foundation Board for purposes of considering specific matters of concerns of the Foundation Board for a temporary period of time.

Section 5. Term of Office. Each member of a committee shall serve until his or her successor is appointed, or until such committee is sooner terminated, or until he or she is removed, resigns, or otherwise ceases to qualify as a member of the committee.

Section 6. Quorum; Meetings. Each committee, standing committee and special advisory committee shall meet as often as necessary to perform its duties, at such times and places as directed by its chair, the Chair of the Foundation Board or the Foundation Board and, if applicable, in compliance with the Brown Act. A majority of the members of any of the above committees (excepting special advisory committees) shall constitute a quorum of such committee and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee. Each of the above committee (excepting special advisory

committees) shall keep accurate minutes of its meetings, the chair designating a secretary of the committee (who may be a Library staff member) for this purpose, and shall make periodic reports and recommendations to the Foundation Board.

Section 7. Vacancies. Vacancies on any committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 8. Conflict of Interest. The Foundation Board, through a committee designated for that purpose, shall require not less frequently than once a year a statement from each director setting forth all business and other affiliations which relate in any way to the business of the Corporation. Each director shall be responsible for disclosing to the Corporation any matter which would make such director an “interested director” within the meaning of section 5233 of the Law. In addition, each director shall disclose to the Corporation any relationship or other factor which would cause that director to be considered to be an “interested person” within the meaning of section 5227 of the Law.

Section 9. Limitation on Delegation. The Foundation Board may not delegate to its committees any legal authority that under the Law can only be exercised by the full Foundation Board.

## ARTICLE VI

### Indemnification and Insurance

Section 1. Right of Indemnity. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and other persons described in section 5238(a) of the Law, including persons formerly occupying any such position, against all expenses, judgments, fines, settlements and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the Corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this Bylaw, shall have the same meaning as in section 5238(a) of the Law.

Section 2. Approval of Indemnity. On written request to the Foundation Board by any person seeking indemnification under section 5238 (b) or section 5238 (c) of the Law, the Foundation Board shall promptly determine under section 5238(e) of the Law whether the applicable standard of conduct set forth in section 5238(b) has been met and, if so, the Foundation Board shall authorize indemnification.

Section 3. Advancement of Expenses. To the fullest extent permitted by law and except as otherwise determined by the Board in a specific instance, expenses incurred by a person seeking indemnification under Sections 1 and 2 of this Bylaw in defending any proceeding covered by those sections shall be advanced by the Corporation before final disposition of the proceeding, on receipt by the Corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately determined that the person is entitled to be indemnified by the Corporation for those expenses, and on receipt by the Corporation of such security as the Foundation Board may deem appropriate.

Section 4. Insurance. The Foundation Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the Corporation would have the power to indemnify the agent against that liability under the provisions of this Article.

## ARTICLE VII

### General Provisions

Section 1. Checks, Drafts Etc. All checks, drafts or other orders for payment of money, notes or other evidences of indebtedness, issued in the name of or payable to the Corporation, and any and all securities owned or held by the Corporation requiring signature for transfer, shall be signed or endorsed by such person or persons and in such manner as, from time to time, shall be determined by the Foundation Board.

Section 2. Inspection of Corporate Records. The Corporation shall keep at its principal business office, the originals or copies of its Articles of Incorporation and Bylaws, as amended or otherwise altered to date, certified by its Secretary; written minutes of the meetings of its Foundation Board, and any committees of the Foundation Board; its books and records of account; and all other books, records and documents of the Corporation.

Section 3. Endorsement of Documents; Contracts. Any note, mortgage, evidence of indebtedness, contract, conveyance or other instrument in writing, and any assignment or endorsement thereof executed or entered into between the Corporation and any other person, when signed by the Chair, the Secretary, or the Chief Financial Officer, shall be valid and binding on the Corporation in the absence of actual knowledge on the part of the other person that the signing officer(s) had no authority to execute the same. Any such instrument may be signed by any other officers, agents or employees and in such manner as shall from time to time be determined by the Foundation Board and, unless so authorized by the Foundation Board of Directors no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or amount.

Section 4. Annual Report. The Corporation shall furnish annually to the Library Board, the Library Director and each director of the Foundation Board within 150 days after the close of its fiscal year, a written report containing the following information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the Corporation as of the end of the fiscal year.
- (b) The principal changes in the assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the Corporation, both unrestricted and restricted to particular purposes, for the fiscal year.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting secretary Rancho Mirage Public Library Foundation, a California nonprofit public benefit corporation; and

2. That the foregoing Bylaws, consisting of eleven (11) pages, exclusive of cover sheet and table of contents, constitute the Bylaws of said corporation as duly adopted by the Incorporator on September \_\_, 2010.

IN WITNESS WHEREOF, I have executed this Certificate as of this \_\_\_\_ day of September, 2010.

\_\_\_\_\_  
\_\_\_\_\_, Secretary