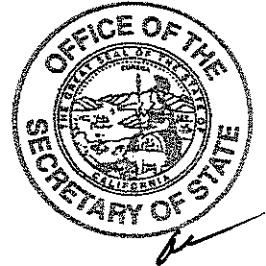


State of California
Secretary of State



I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 18 2006

BRUCE McPHERSON
Secretary of State

SEP 26 2006

**ARTICLES OF INCORPORATION
OF
THE CULVER CITY CULTURAL AFFAIRS FOUNDATION
I**

The name of this corporation is:

THE CULVER CITY CULTURAL AFFAIRS FOUNDATION

II

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 public and charitable purposes.

III

The purposes for which this corporation is formed are:

- a) To promote and support the historic preservation, public art and cultural programming services in Culver City and;
- b) To act as an additional funding source to municipal financing for the public support required for historic preservation, public art and cultural programming services in Culver City and;
- c) To carry out the mission of the Culver City Council and Cultural Affairs Commission, as it so relates to historic preservation, public art and cultural programming in Culver City; and
- d) To act as a coordinating organization to foster, promote, encourage and increase the knowledge, appreciation and practice of Cultural Affairs in the city of Culver City.

IV

This corporation is not organized, nor would it be operated, for pecuniary gain or profit, and does not contemplate the distribution of gains, profits or dividends to its members or to any private shareholder or individual. The property, assets, profits, and net income of this corporation are irrevocably dedicated to the public and charitable purposes set forth in Article III, and no part of the profits or net income of this corporation shall ever inure to the benefit of any private shareholder or individual except that this provision shall not be construed so as to prevent the payment to directors, officers, or employees of reasonable compensation for services actually rendered to this corporation.

V

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities 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 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation's contributions which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

VI

The number of directors, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, compensation and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of directors, shall be as stated in the Bylaws. No member of the Culver City Council shall be eligible to serve as a director of this corporation.

VII

The name of the initial agent of this corporation for service of process is:

Jerry Fulwood, City Manager
9770 Culver Boulevard, 3rd Floor
Culver City, CA 90232

VIII

This corporation shall have no members other than the persons constituting its Boards of Directors. The persons constituting its Board of Directors shall, for the purpose of any statutory provision or rule of law relating to nonprofit corporations otherwise, be taken to be the members of such corporation and exercise all the rights and powers of members thereof.

IX

Liability of the Directors for monetary damages shall be eliminated to the fullest extent permitted by California law.

X

Each member of the Board of Directors shall have one vote. There shall be no proxy voting permitted for the transaction of any of the business of this corporation.

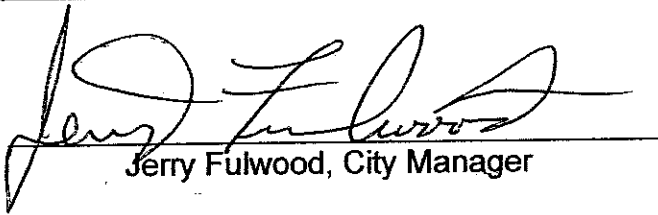
XI

Upon dissolution of this corporation, net assets other than trust funds, shall be distributed to one or more nonprofit corporations organized and operated for the benefit of encouraging and enhancing the cultural environment of the City of Culver City, such corporation or corporations to be selected by the City Council. Such nonprofit corporation or corporations must be qualified for federal income tax exemption under Section 501(c)(3) of the United States Internal Revenue Code of 1954, and be organized and operated exclusively for charitable, cultural, historic preservation, public art, purposes, or for a combination of said purposes. In no event shall any assets be distributed to any member, director, or officer of this corporation.

XII

The Articles of Incorporation of this corporation shall not be amended without the vote of a 2/3 (two-thirds) majority of the total voting membership of the Board of Directors and the approval of the City Council.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit under the laws of the State of California, I, the undersigned, constituting the incorporator of this corporation, have executed these Articles of Incorporation this 22nd day of September, 2006.

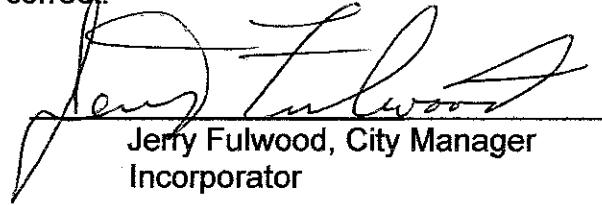

Jerry Fulwood, City Manager

DECLARATION

I am the person whose name is subscribed below. I am the incorporator of the Culver City Cultural Affairs Foundation, and I have executed these Articles of Incorporation. The foregoing Articles of Incorporation are my act and deed.

Executed on September 22, 2006, at Culver City, California.

I declare that the foregoing is true and correct.


Jerry Fulwood, City Manager
Incorporator

