

## Restated Articles of Incorporation

The undersigned certify that:

1. They are the president and the secretary, respectively, of THE CULVER CITY CULTURAL AFFAIRS FOUNDATION, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:
  - a. The name of this corporation is CULVER CITY ARTS FOUNDATION. Additionally, the names CULVER ARTS FOUNDATION and CULVER ARTS will be used for marketing.
  - b. 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 purposes.
  - c. The specific purposes of this corporation are:

To operate under a Memorandum of Understanding with the City of Culver City, California and;

To promote and support the historic preservation, public art and cultural programming services in Culver City and;

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;

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 services in Culver City and;

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, California.
  - d. This corporation is organized and operated exclusively for the purposes set forth in **Article 2b** hereof within the meaning of Internal Revenue Code section 501(c)(3).
  - e. No substantial part of activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of materials) on behalf of any candidate for public office.
  - f. The property of this corporation is irrevocably dedicated to the purpose in Article 2b hereof 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.
  - g. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable, educational and/or religious** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

h. The Culver City Council has directed the following clause be removed from the Articles:  
“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 voting membership of the  
Board of Directors and the approval of the City Council.”

3. The foregoing amendment and restatement of Articles of Incorporation has been duly  
approved by the board of directors and by the Culver City Council.

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: \_\_\_\_\_

\_\_\_\_\_  
Ashley Rodgers, President

\_\_\_\_\_  
Malena Dobal-Parra, Secretary

As the duly authorized representative of the City Council, I herewith affirm that these Restated Articles  
of Incorporation have been endorsed and approved by the unanimous vote of the City Council at its  
regularly scheduled meeting on Monday, August 12, 2019.

DATE: \_\_\_\_\_

\_\_\_\_\_  
Meghan Sahli-Wells, Mayor  
CITY OF CULVER CITY  
State of California