

RESTATED ARTICLES OF INCORPORATION
OF
FRIENDS OF THE PACIFIC GROVE PUBLIC LIBRARY, INC.

The undersigned, Kim Bui and Abby Pfeiffer, hereby certify that:

1. They are, respectively, the duly elected President and Secretary of Friends of the Pacific Grove Public Library, Inc., a California nonprofit public benefit corporation (the “Corporation”), California Entity Number 713818.
2. The articles of incorporation of the Corporation are restated in their entirety to read as set forth in Exhibit A attached hereto and incorporated herein by this reference (the “Restated Articles of Incorporation”).
3. The attached Restated Articles of Incorporation have been duly approved by the board of directors of the Corporation.
4. The attached Restated Articles of Incorporation have been duly approved by the required vote of the members of the Corporation.

The undersigned declare, under penalty of perjury under the laws of the State of California, that the statements set forth in this certificate are true and correct of their own knowledge.

Kim Bui, President

Judith A. Wills, Assistant, Secretary

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
PACIFIC GROVE PUBLIC LIBRARY FRIENDS AND FOUNDATION**

**ARTICLE I
NAME**

The name of this corporation is:

PACIFIC GROVE PUBLIC LIBRARY FRIENDS AND FOUNDATION.

**ARTICLE II
PURPOSES**

(a) 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 charitable purposes. Specifically, this corporation is formed to (i) solicit and encourage gifts, bequests and grants for the benefit of the Pacific Grove Public Library, (ii) provide financial and other support to the Pacific Grove Public Library, including, without limitation, for capital improvements, furniture, fixtures and equipment, maintenance and repairs, and programs and services; (iii) promote the use of the Pacific Grove Public Library and its resources and services; and (iv) support the freedom to read as expressed in the American Library Association Library Bill of Rights.

(b) This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provisions of any future United States internal revenue law.

(c) Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provisions of any future United States internal revenue law, or (ii) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provisions of any future United States internal revenue law.

ARTICLE III

This corporation shall have no members within the meaning of §5056 of the California Nonprofit Corporation Law, as now in effect or as may hereafter be amended. Any action which otherwise would require approval by a majority of all members or approval by the members shall require approval only of the board of directors of this corporation. All rights which otherwise would vest in the members including, without limitation, the right to elect directors, shall vest in the board of directors.

ARTICLE IV TAX-EXEMPT STATUS

(a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of §501(c)(3) of the Internal Revenue Code (or the corresponding provisions of any future United States internal revenue law).

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

(c) The property of this corporation 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 of its directors, officers, or any other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments in furtherance of its charitable and educational purposes.

(d) Upon the dissolution or winding up of this corporation, its assets remaining after paying or adequately providing for the debts, obligations and liabilities of the corporation, shall be distributed to (i) the Pacific Grove Public Library Trust Fund established by the City of Pacific Grove, and/or (ii) the City of Pacific Grove for use in support of the Pacific Grove Public Library. In the event neither the Pacific Grove Public Library Trust Fund nor the Pacific Grove Public Library remain in existence, upon the dissolution or winding up of this corporation, its assets remaining after paying or adequately providing for the debts, obligations and liabilities of the corporation, shall be distributed to one or more fund, foundation or organization that is organized and operated exclusively for charitable and/or educational purposes to support the provision of free library services and is tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law).