

ARTICLES OF INCORPORATION OF
THE NORTHERN CALIFORNIA OFFICIALS ASSOCIATION, SACRAMENTO SECTION

FILED
 in the Office of the Secretary of State
 of the State of California

A CALIFORNIA NONPROFIT CORPORATION

FEB 19 1998

ARTICLE ONE

Bill Jones
 BILL JONES, Secretary of State

NAME

The name of this corporation is:

THE NORTHERN CALIFORNIA OFFICIALS ASSOCIATION, SACRAMENTO SECTION.

ARTICLE TWO

STATEMENT OF CORPORATE NATURE

A. This corporation is a nonprofit Public Benefit Corporation 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.

B. The specific purpose of this corporation is to provide trained, competent sports officials to serve all California Interscholastic Federation (CIF) schools located in the North Sacramento-San Joaquin Section and other schools as appropriate.

ARTICLE THREE

PURPOSES

The purposes for which this corporation is formed are to conform to such purposes as would qualify it as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal law, including but not limited to educational purposes.

Officials certified by the Northern California Officials Association (NCOA) will be assigned to the following sports: baseball, basketball, football, soccer, softball, volleyball, water polo, wrestling, and other sports as needed.

ARTICLE FOUR

MEMBERSHIP

The corporation shall have a membership consisting of nine directors and an executive secretary. Each of the eight directorships shall represent one of the sports specified in Article Three, and nominations for each directorship shall be made from the sports officials of each sports group. The ninth directorship shall be an at-large office, open to a member of any of the specified sports groups. The ninth directorship shall serve as chair of the Board.

ARTICLE FIVE

DIRECTORS

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors, including the Executive Secretary. The number of directors of the corporations shall be nine.

Directors elected at the first annual meeting, and at all times thereafter, shall serve for a term of three years and until the annual meeting of members following the election of directors and until the qualifications of their successors in office. The term of the Executive Secretary shall be five years. The annual meeting shall be held on the first Monday in March of each year at the principal office of the corporation, or at such other place or places as the board of directors may from time to time by resolution 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 shall individually or collectively consent in writing to such action. Such 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 an 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 written consent of the majority of the board of directors, all of the board having been given prior notice of the action to be taken 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.

The names and residence addresses of the members of the first board of directors are as follows:

HAL HIGGINS, 136 Morning Dove Lane, Folsom, CA 95630
MIKE DIMICELI, 8057 Linden Lime Ct., Citrus Heights, CA 95610
JIM COOMBS, 6970 Flintwood Way, Sacramento, CA 95831
TOM MARKS, 5340 Adelaide Way, Sacramento, CA 95841
DAVID LEVIN, 2653 Mandeville Way, West Sacramento, CA 95691
STAN FINGERUT, 28 Adler Circle, Sacramento, CA 95864
BUD PHILLIPS, 5303 Lost Creek, Shingle Springs, CA 95682
MICHAEL FRANCIS, 963 Sparta Way, Lincoln, CA 95648
RON CORTESE, 413 E. Alaska Avenue, Fairfield, CA.94533

ARTICLE SIX

'QUALIFICATION FOR FEDERAL AND STATE TAX EXEMPTION

A. **Self-dealing.** The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

B. **Excess Business Holdings.** The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

C. **Investments Jeopardizing Charitable Purpose.** The corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax laws.

D. **Taxable Expenditures.** The corporation shall not make any taxable expenditures as defined Section 4945(d) of the Internal Revenue Code of 1986, or corresponding provisions of any subsequent federal tax law.

ARTICLE SEVEN

MEMBER RIGHTS AND LIABILITIES

A. **Directors as Membership.** The sole class of members of this corporation shall be its directors and an executive secretary.

B. **Rights and Liabilities of Members,** The members of this corporation shall have no right, title, or interest whatsoever in its income, property, or assets. Nor shall any portion of such income, property, or assets be distributed to any member on the dissolution or winding up of this corporation: Members of this corporation shall not be personally liable for the debts, liabilities, or obligations of the corporation, and shall not be subject to any assessments.

C. **Compensation.** The Executive Secretary shall be the sole member of the corporation entitled to compensation as set by a vote of the Board of Directors.

ARTICLE EIGHT

DISSOLUTION

On the dissolution or winding up of the corporation, its assets remaining after payment of, 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 educational or school sport services and which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code or corresponding provisions of any subsequent federal tax law.

ARTICLE NINE

AGENT FOR SERVICE OF PROCESS

The name of the corporation's initial agent for service of process is Daniel T. Buckey, 2233 Watt Avenue, Suite 295, Sacramento, County of Sacramento, State of California 95825.

We, the undersigned, being the first directors, for the purpose of forming this nonprofit

corporation under the laws of California have executed these articles of incorporation on February 15, 1998, at Sacramento, California.

Mike DiMiceli
MIKE DIMICELI Director

Jim Coombs
JIM COOMBS Director

Tom Marks
TOM MARKS Director

David Levin
DAVID LEVIN Director

Stan Fingerut
STAN FINGERUT Director

Bud Phillips
BUD PHILLIPS Director

Michael Francis
MICHAEL FRANCIS Director

Ron Cortese
RON CORTESE Director

Hal Higgins
HAL HIGGINS
Director

We, the above mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Mike DiMiceli
MIKE DIMICELI Director

Jim Coombs
JIM COOMBS Director

Tom Marks
TOM MARKS Director

David Levin
DAVID LEVIN Director

Stan Fingerut
STAN FINGERUT Director

Bud Phillips
BUD PHILLIPS Director

Michael Francis
MICHAEL FRANCIS Director

Ron Cortese
RON CORTESE Director

Hal Higgins
HAL HIGGINS
Director