

ARTICLES OF INCORPORATION
OF
BAY AREA BLACK LESBIANS AND GAYS
A CALIFORNIA NONPROFIT PUBLIC BENEFIT
CORPORATION

ARTICLE ONE. NAME

The name of this corporation is Bay Area Black Lesbians and Gays.

ARTICLE TWO. STATEMENT OF
CORPORATE NATURE

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 and public purposes.

ARTICLE THREE. SPECIFIC AND GENERAL
PURPOSES

(a) The specific and primary purposes for which this corporation is formed are to operate for the advancement of education and for other charitable purposes, by the distribution of its funds for such purposes, and particularly for: (1) the promotion of the human and civil rights of Blacks and other people of color who are lesbians and gay men; (2) the elimination of prejudice and discrimination against the above mentioned group by providing educational workshops, forums, speakers and other material to the community; (3) the creation of local social support systems for people of color who are lesbians and gay men; and (4) to help build and maintain a national and international network of communication and support among lesbian and gay people of color.

(b) The general purposes for which this corporation is formed are to operate exclusively for such charitable and educational purposes. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code of 1954, or individual. Notwithstanding any other provision of these articles, the corporation shall not carry on any 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 contributions to which are deductible under Section

corresponding provisions of any future United States Internal Revenue Law).

(c) This corporation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of California; provided, however, that this corporation is not empowered to engage in any activity which is not in itself in furtherance of its purposes as set forth in paragraph (a) and (b) of this Article, nor is it empowered to engage in any activities described in paragraphs (d) and (e) of this Article.

(d) This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

(e) No part of the net earnings, properties, or assets of this corporation shall inure to the benefit of any private person or individual, or any member, officer, or trustee of this corporation on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of this corporation and assets of this corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for religious or charitable purposes as the board of directors shall determine, and as shall at that time qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

ARTICLE FOUR. MEMBERSHIP

The corporation shall have a membership distinct from the board of directors. The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability for dues and assessments and the method of collection thereof, shall be set forth in the bylaws.

ARTICLE FIVE. DIRECTORS

(a) The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by the board of directors. The number of directors of the corporation shall be.....; provided, however, that such number may be changed by a bylaw duly adopted by the members.

(b) Any action required or permitted to be taken by the board of directors under any provision of 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, and any such action by written consent shall have the same force and effect as 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 unanimous written consent of the board of directors 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.

(e) The names and residences of the members of the first board of trustees are as follows:[three or more]

ARTICLE SIX. DEDICATION OF PROPERTY

The property, assets, profits, and net income of this corporation are dedicated irrevocably to the purposes set forth in Article Two above, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, trustee, officer, shareholder, or member thereof or to the benefit of any private individual. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of this corporation shall be distributed to a nonprofit fund, foundation, or corporation, which is organized and operated exclusively for charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1954 [and which is qualified for exemption from taxation under Section 23701(d) of the California Revenue and Taxation Code].

Notwithstanding any provision contained in these articles or in any other governing instrument of this corporation, this corporation is required to distribute its income for each taxable year at such times and in such manner as not to subject the corporation to tax under Section 4942 of the Internal Revenue Code of 1954. In addition, this corporation shall not, during any period and to the extent that it is a private foundation described in Section 509 of such Code, (a) engage in any act of self-dealing (as defined in Section 4941(d) of said Code; (b) retain any excess business holdings (as defined in Section 4943(c) of said Code; (c) make any investments in such manner as to subject the corporation to tax under Section 4944 of said Code; or (d) make any taxable expenditures (as defined in Section 4945(d) of said Code).

ARTICLE SEVEN. AMENDMENT OF ARTICLES

These articles of incorporation may be amended by the vote or written consent of ..[two-third]..of a quorum of members and the prior or subsequent adoption of a resolution by the board of directors.

ARTICLE EIGHT. AGENT FO
SERVICE

The name and address of the corporation's initial agent for service of process is:

Anthony R. Henry
1860 Turk Street, Apt. 9
San Francisco, California 94115

We, the undersigned, being the incorporators of this corporation, and including all the persons herein named as the first directors, for the purpose of forming this nonprofit public benefit corporation under the Laws of California have executed these articles of incorporation on....., 1983.