



**ARTICLES OF INCORPORATION
OF
ORANGE COUNTY PRESS CLUB**

The undersigned subscriber to these Articles of Incorporation is a natural person competent to contract and hereby form a Non-Profit Corporation under the General Corporation Law of California.

**ARTICLE I
(NAME)**

The name of the Corporation is ORANGE COUNTY PRESS CLUB (hereinafter, "Corporation").

**ARTICLE II
(CORPORATE ADDRESSES)**

- A. The initial street address of the corporation is 500 N. State College Blvd., Suite 1100, Orange, CA 92868.
- B. The initial mailing address of the corporation is 500 N. State College Blvd., Suite 1100, Orange, CA 92868.

**ARTICLE III
(INITIAL AGENT FOR SERVICE OF PROCESS)**

The Corporation's initial agent for service of process in the State of California is DAWOOD & COMPANY.

**ARTICLE IV
(PURPOSE)**

- 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 public and charitable purposes.
- B. The specific purpose of this corporation is to promote free press in all mediums with a special emphasis placed on improving the spirit and reputation of journalism and journalists, raising industry standards, strengthening journalistic integrity, and fostering within the media a greater sense of responsibility to the communities which they serve; to provide a platform and outlet for individuals, organizations and companies to express points of view, whether popular or not; to encourage the greatest possible diversity of voices and points of view on important issues and topics worldwide; and to furnish educational opportunities in journalism and communications. Additionally, the corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purposes, or in any other charitable activities.

ARTICLE V
ADDITIONAL STATEMENTS

- A. This corporation is organized and operated exclusively for the purposes set forth in **Article IV** hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now in effect, or as may hereafter be amended the "Code").
- B. In furtherance of its purposes, the Corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.
- C. The property of this corporation is irrevocably dedicated to the purposes in **Article IV** 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.
- D. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the corporation shall not participate or intervene in any political campaign (including the publishing or distributing of statements) on behalf of, or in opposition to, any candidate for public office.
- E. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not directly or indirectly carry on or engage in any activity which would prevent it from obtaining or maintaining an exemption from Federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- F. 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).

ARTICLE VI
(TERM OF EXISTENCE)

This Corporation shall have perpetual existence.

ARTICLE VII
(DEDICATION)

The property of this corporation is irrevocably dedicated to charitable purposes 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. Upon the dissolution or winding up of the 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 purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

ARTICLE VIII
(EFFECTIVE DATE)

These Articles of Incorporation shall be effective immediately upon their approval by the Secretary of State of the State of California.

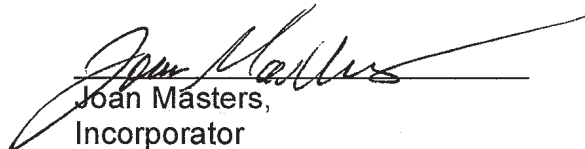
ARTICLE IX
(AMENDMENT)

The Corporation reserves the right to amend, alter, change or repeal any provision contained in these Articles of Incorporation, or in any amendment hereto, or to add any provision to these Articles of Incorporation or to any amendment hereto, in any manner now or hereafter prescribed or permitted by the provisions of any applicable statute of the State of California or any amendment hereto.

ARTICLE X
(LIABILITY)

- (a) The liability of the directors of the Corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.
- (b) The Corporation is authorized to indemnify the "Agents" (as defined in Section 5238 of the California Corporations Code) of the Corporation to the fullest extent permissible under California law.
- (c) Any repeal or amendment of this Article X shall not adversely affect any right of or protection afforded any agent of the Corporation in effect at the time of the repeal or amendment.

Dated: February 14, 2022


Joan Masters,
Incorporator