

STATE OF CALIFORNIA
OFFICE OF THE ATTORNEY GENERAL
REGISTRY OF CHARITABLE TRUSTS
P. O. Box 13447
SACRAMENTO, CALIFORNIA 95813

REGISTRATION FORM

See other side for instructions

015564

1. Official name and mailing address of organization:

AMARGOSA OPERA HOUSE, INC.
Death Valley Junction, California 92328

Federal Employer
Identification Number

23-7324726

2. Form of organization: (Check appropriate box)

☒ Corporation No. 692799 Date filed with Secretary of State 11-7-73

☐ Association

☐ Inter Vivos Trust of _____

Date of trust instrument _____

☐ Testamentary Trust—Estate of _____

Will probated in County of _____ Probate No. _____

Decree of Distribution or last account filed on _____

3. Names and addresses of all trustees or directors and officers (attach list if necessary):

DIRECTORS: MARTA BECKET WILLIAMS, THOMAS WILLIAMS, DANNY R. JONES

OFFICERS: THOMAS WILLIAMS and MARTA BECKET WILLIAMS

ADDRESSES: THOMAS WILLIAMS AND MARTA BECKET WILLIAMS
Death Valley Junction, California 92328

DANNY R. JONES
12749 Norwalk Boulevard, Suite 100
Norwalk, California 90650

4. Purpose for which established.

TO ENGAGE IN THE BUSINESS OF DISPLAYING ART WORK AND PROVIDING
REPERTOIRE BALLET PERFORMANCES

5. Have any funds or other assets been received? No _____ Yes ☒, date first received 12-18-73

If "Yes," attach financial statements as required in the instructions.

FINANCIAL DATA TO ACTIVATE CORP
ASSETS - CASH \$3,187.13
LIABILITIES - NONE

If "No," advise us when funds or other assets are received so registration can be completed.

6. Annual accounting period adopted: Fiscal year ending SEPTEMBER 30, or calendar year ☐.

7. Attached are copies of the following documents as required by the instructions:

☒ Articles of Incorporation

☐ Trust Instrument

☒ Bylaws

☐ Will of _____

☐ Association Instrument

☐ Decree of Distribution

☐ Financial Statements

☐ Federal Exemption Determination Letter

Executed by _____ Date _____

X _____
SIGNATURE

TITLE

ADDRESS

Registration No. CT 15564

Date of Registration 7-2-74

For Registry use only

WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF INCORPORATION OF

AMARGOSA OPERA HOUSE, INC.

WHEREAS, the Board of Directors of AMARGOSA OPERA HOUSE, INC., a California non-profit corporation, at a special meeting duly held at Death Valley Junction, California 92328, on January 2, 1974, duly adopted and approved the following resolution amending the Articles of Incorporation

RESOLVED, that Article SECOND of the Articles of Incorporation of this corporation be amended to read in full as follows:

SECOND: The purposes for which this corporation are formed are:

- (a) Primarily to engage in the specific business of providing literary, artistic, educational, and other cultural benefits to the public;
- (b) To engage generally in the business of displaying art work and providing repertorie ballet performances;
- (c) To act as partner or joint venturer or in any other legal capacity in any transaction;
- (d) To have and exercise all rights and powers from time to time granted to a nonprofit corporation under the laws of California;
- (e) Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

NOW, THEREFORE, each of the undersigned members does hereby adopt, approve, and consent to the foregoing amendment of Articles and has hereunto signed his or her name, and following his or her name, written the date of signing, and hereby asserts that such member is entitled to one vote.

NAME

DATE

Thomas Williams
THOMAS WILLIAMS

January 2, 1974

Marta Becket Williams
MARTA BECKET WILLIAMS

January 2, 1974

ARTICLES OF INCORPORATION
OF
AMARGOSA OPERA HOUSE, INC.

FIRST: The name of this corporation is AMARGOSA
OPERA HOUSE, INC.

SECOND: The purposes for which this corporation is
formed are:

(a) Primarily to engage in the specific business of
providing literary, artistic, educational, and other cultural
benefits to the public;

(b) To engage generally in the business of displaying
art work and providing repertoire ballet performances;

(c) To engage in any business related or unrelated to
those described in clauses (a) and (b) of this Article SECOND and
from time to time authorized or approved by the Board of Directors
of this corporation;

(d) To act as partner or joint venturer or in any other
legal capacity in any transaction;

(e) To do business anywhere in the world;

(f) To have and exercise all rights and powers from
time to time granted to a nonprofit corporation under the laws
of California;

(g) Notwithstanding any of the above statements of
purposes and powers, this corporation shall not, except to an
unsubstantial degree, engage in any activities or exercise any

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powers that are not in furtherance of the primary purpose of this corporation.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof, and it is organized for nonprofit purposes.

FOURTH: The county in this State where the principal office for the transaction of the business of the corporation is located is in the County of ~~San Bernardino~~ ^{NYC}.

FIFTH: (a) The number of Directors of this corporation shall be three (3).

(b) The names and addresses of the persons who are to act in the capacity of Directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
MARTA BECKET WILLIAMS	P. O. Box 664, Death Valley Junction Death Valley, California 92328
THOMAS WILLIAMS	P. O. Box 664, Death Valley Junction Death Valley, California 92328
DANNY R. JONES	12749 Norwalk Boulevard Norwalk, California 90650

(c) These Articles shall not be amended to alter the statement of the names and addresses of the first Directors as set forth in Paragraph (b) of this Article FIFTH. Notwithstanding any other provision in these Articles, the number of Directors authorized in Paragraph (a) can be changed by the amendment of these Articles by resolution of the Board of Directors and by

the vote or written consent of two-thirds (2/3) of the members of the corporation or, if the voting rights are unequal, by the vote or written consent of members holding not less than two-thirds (2/3) of the voting power of the corporation only, and not otherwise.

(d) 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 of Directors. Such action by written consent shall have the same force and effect as unanimous vote of such 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, that the Articles of Incorporation authorize the Directors to so act, and that such a statement shall be prima facie evidence of such authority.

(e) The manner in which Directors shall be chosen and removed from office; their qualifications, powers, duties, compensation, and tenure of office; the manner of filling vacancies on the Board; and the manner of calling and holding meetings of Directors shall be as stated in the By-Laws.

(f) Directors shall not be personally liable for the debts, liabilities, or obligations of the corporation.

SIXTH: (a) The authorized number, if any, and quali-

fications of members of the corporation; the filling of vacancies; the different classes of membership, if any; the property, voting, and other rights and privileges of members and their liability to dues and assessments and the method of collection; and the termination and transfer of membership shall be as stated in the By-Laws, provided, however, that if the voting, property, or other rights or interests, or any of them, be unequal, the By-Laws shall set forth the rule or rules by which the respective voting, property, or other rights or interests of each member or class of members are fixed and determined.

(b) Members of this corporation are not personally liable for the debts, liabilities, or obligations of the corporation.

SEVENTH: (a) 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 and is organized solely for nonprofit purposes.

(b) The property of this corporation is irrevocably dedicated to providing services to members of the community, and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

(c) 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 the above-named purpose and purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

(d) If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

EIGHTH: No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting, to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

NINTH: Notwithstanding any other provisions in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

(a) The corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by

Section 4942 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

(d) 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 1954, or corresponding provisions of any subsequent Federal tax laws.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

TENTH: This corporation is not authorized, nor shall it have the power, to issue capital stock.

ELEVENTH: These Articles may, except as hereinafter provided and except as otherwise provided by law imposing more stringent requirements, be amended as follows:

(a) Before any members, other than the incorporators, have been admitted to the corporation, by a writing signed by two-thirds (2/3) of the incorporators.

(b) After members, other than the incorporators, have been admitted to the corporation, by resolution of the Board of Directors and by vote or written consent of two-thirds (2/3) or more of the members given either before or after the adoption of the resolution of the Board, provided, however, that if the voting power shall be unequal, any amendment shall be approved by the vote or written consent of members holding not less than two-thirds (2/3) of the voting power.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first Directors, have executed these Articles of Incorporation on this _____ day of _____, 1973.

/s/ Marta Becket Williams
MARTA BECKET WILLIAMS

/s/ Thomas Williams
THOMAS WILLIAMS

/s/ Danny R. Jones
DANNY R. JONES

STATE OF CALIFORNIA)
) ss
COUNTY OF LOS ANGELES)

On this _____ day of _____, before me, the undersigned, a Notary Public in and for said State, residing therein, duly commissioned and sworn, personally appeared MARTA BECKET WILLIAMS, THOMAS WILLIAMS, and DANNY R. JONES, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

/s/ Dorothy L. Juliano
DOROTHY L. JULIANO
Notary Public in and for the
State of California

BY-LAWS OF
AMARGOSA OPERA HOUSE, INC.

ARTICLE I. OFFICES

Section 1.01. The principal office of the corporation for the transaction of its business is located in the County of Inyo, State of California.

Section 1.02. The county of the corporation's principal office can be changed only by amendment of the Articles of Incorporation of this corporation and not otherwise. The Board of Directors may, however, change the principal office from one location to another within the named county by noting the changed address and effective date below, and such change of address shall not be deemed an amendment of these By-Laws:

_____	Dated: _____, 19__
_____	Dated: _____, 19__
_____	Dated: _____, 19__

Section 1.03. The corporation may also have offices at such other places, within or without the State of California where it is qualified to do business, as its business may require and as the Board of Directors may from time to time designate.

ARTICLE II. MEMBERS

Section 2.01. The corporation shall have one class of members only, and the property, voting, and other rights, interests, and privileges of each member shall be equal. No member shall hold more than one membership in the corporation.

Section 2.02. Any person over the age of eighteen (18) is qualified to become a member of the corporation.

Section 2.03. Applicants shall be admitted to membership on making application therefor in writing on approval of a majority of members present at any duly held meeting of members at which a quorum, as defined herein, is present.

Section 2.04. (a) No fee shall be charged for making application for membership in the corporation, and no membership dues shall be charged.

(b) Memberships shall be nonassessable.

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Section 2.05. The Board of Directors shall provide for the issuance of certificates evidencing membership in the corporation. Each such certificate shall state the year for which it is valid and shall have printed on its face in clear type that the corporation is nonprofit. The form, size, and contents of the certificate in all other respects shall be as fixed from time to time by resolution of the Board of Directors. Each certificate shall be signed by the President and by the Secretary and shall be sealed with the seal of the corporation. All certificates evidencing membership shall be consecutively numbered. The name and address of each member and the date of issuance of the certificate shall be entered on the records of the corporation. If any certificate shall become lost, mutilated, or destroyed, a new certificate may be issued therefor on such terms and subject to such conditions as the Board of Directors may determine. Whenever an applicant is admitted to membership, or his membership is renewed, a membership certificate shall be issued in his name and delivered to him by the Secretary.

Section 2.06. There is no limit on the number of members the corporation may admit.

Section 2.07. The corporation shall keep a membership book containing the name and address of each member. Termination of the membership of any member shall be recorded in the book, together with the date on which such membership ceased. Such book shall be kept at the corporation's principal office and shall be available for inspection by any Director or member of the corporation during regular business hours.

Section 2.08. No member of this corporation shall be personally liable for the debts, liabilities, or obligations of the corporation.

Section 2.09. Membership in the corporation is non-transferable and nonassignable.

Section 2.10. (a) The membership of any member of the corporation shall automatically terminate (1) on his written request for such termination delivered to the President or Secretary of the corporation personally or by United States mail, such membership to terminate when the request is delivered personally or deposited in the United States mail; (2) on his death; or (3) upon a unanimous vote of the other members of the corporation at a duly noticed and held members' meeting.

(b) All rights of a member in the corporation or in its property shall cease on termination of membership as herein provided.

(c) Any member whose membership is terminated as

provided in this section, other than by death, may have his membership reinstated on such terms as the Board of Directors may deem appropriate by filing a written request therefor with the President or Secretary of the corporation or with any Director and on approval of the request by a majority of Directors present at the meeting at which the request is considered, provided that such request may not be considered at any meeting at which a quorum is not present.

Section 2.11. No member of this corporation shall be suspended or expelled for any reason whatsoever, and his membership shall terminate only as provided in Section 2.10 of this Article II, and not otherwise.

ARTICLE III. MEETINGS OF MEMBERS

Section 3.01. Meetings of members shall be held at the principal office of the corporation or at such other place or places within or without the State of California as may be designated from time to time by resolution of the Board of Directors.

Section 3.02. Subject to the provisions as set forth in the Articles of Incorporation, special meetings of members shall be called by the President, by the Secretary, or by any two Directors of the corporation and held at such times and places within or without the State of California as may be ordered by resolution of the Board of Directors or by members holding not less than fifty (50) percent or more of the voting power of the corporation.

Section 3.03. Written or printed notice of the time and place of every special meeting shall be delivered personally to each member or sent to him by United States mail, postage prepaid, or by telegram, at least seven (7) days prior to such meeting. If sent by mail or telegram, the notice shall be addressed to the member at his address as shown on the books of the corporation and shall be deemed given at the time it is deposited in the mail or delivered to the telegraph company. The notice shall be given by the Secretary or other person designated by the President or, on the neglect or refusal of the person charged with such duty to do so, by any Director or member of the corporation who, for the purpose of giving such notice, shall have made available to him at the principal office of the corporation during regular business hours the membership books.

Section 3.04. Notice of meetings of members shall specify the place, the day, and the hour of the meeting and, in the case of special meetings, the general nature of the business to be transacted.

Section 3.05. The transactions of any meeting of members, however called and noticed, are as valid as though had

a meeting duly held after regular call and notice, if a quorum, as hereinafter defined, is present either in person or by proxy, and if, either before or after the meeting, each of the persons entitled to vote but not present in person or by proxy signs a written waiver of notice, or a consent to the holding of the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Section 3.06. A quorum shall consist of fifty-one (51) percent of the members present in person or by proxy.

Section 3.07. In the absence of a quorum, any meeting of the members may be adjourned from time to time by the vote of a majority of the members present in person or by proxy, but no other business shall be transacted.

Section 3.08. When a meeting is adjourned for thirty (30) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting. When a meeting is adjourned for less than thirty (30) days, it is not necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted thereat other than by announcement at the meeting at which the adjournment is taken.

Section 3.09. The members present at a duly called or held meeting at which a quorum is present may continue to do business until adjournment notwithstanding the withdrawal of enough members to leave less than a quorum.

Section 3.10. Each member is entitled to one vote on each matter submitted to a vote of the members.

Section 3.11. Meetings of members shall be presided over by the President of the corporation or, in his absence, by the Vice-President or, in the absence of both, by a chairman chosen by a majority of the members present. The Secretary of the corporation shall act as Secretary of all meetings of members, provided that in his absence the presiding officer shall appoint another person to act as Secretary of the meeting.

Section 3.12. Whenever the law, the Articles of Incorporation of this corporation, or these By-Laws authorize members to give their written assent or consent to action of the corporation in lieu of attending and voting at duly held meetings, such written consents may be given by, and shall be accepted from, persons who are members, as shown by the books of the corporation, at the time their consents are given. Any member giving a written consent may revoke the consent prior to the time that written consents of the number required to authorize the proposed action have been filed with the Secretary of the corporation, but may not do so thereafter.

Section 3.13. Any action which may be taken at a meeting of members may be taken without a meeting if authorized by a writing signed by all members and filed with the Secretary of the corporation, except as otherwise expressly provided in the Articles of Incorporation or in these By-Laws.

ARTICLE IV. DIRECTORS

Section 4.01. The corporation shall have three (3) Directors, and collectively they shall be known as the Board of Directors. The number may be changed by amendment of the Articles of Incorporation of this corporation, by amendment of this By-Law, or by the repeal of this By-Law and adoption of a new By-Law, by the vote or written assent of the members entitled to exercise a majority of the voting power, or the vote of a majority of the voting members present at a meeting of members duly called at which a quorum is present, and not otherwise.

Section 4.02. The words "Directors" and "Board," as used in the Articles of Incorporation of this corporation or in these By-Laws in relation to any power or duty requiring collective action, mean "Board of Directors."

Section 4.03. Subject to the limitations contained in the Articles of Incorporation, the Directors shall exercise the powers of the corporation, control its property, and conduct its affairs, except as otherwise provided by law.

Section 4.04. It shall be the duty of the Directors to:

(a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation of this corporation, or by these By-Laws.

(b) Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of the corporation.

(c) Supervise all officers, agents, and employees of the corporation to assure that their duties are properly performed.

(d) Meet at such times and places as required by these By-Laws.

(e) Require that special meetings of members be called whenever and as often as they deem necessary and whenever demanded by the required number of members as in these By-Laws provided.

(f) Register their addresses with the Secretary of the corporation, and notices of meetings mailed or telegraphed to them

at such addresses shall be valid notices thereof.

Section 4.05. Any person over the age of eighteen (18), whether or not a member of the corporation, is eligible to be elected a Director thereof.

Section 4.06. Each Director shall hold office until the next annual meeting of members and until his successor is elected and qualifies.

Section 4.07. Directors shall be elected at the annual meeting as defined in Section 3.02 hereof, and the candidates receiving the highest number of votes up to the number of Directors to be elected are, as provided in Section 3.11 of these By-Laws, elected. Directors shall be eligible for reelection without limitation on the number of terms they may serve, provided they continue to meet the qualifications required by Section 4.05.

Section 4.08. Directors shall serve without compensation.

Section 4.09. (a) Meetings shall be held at the principal office of the corporation unless otherwise provided by the Board.

(b) Regular meetings shall be held annually on the first Monday of the last month of each corporate fiscal year, unless such day falls on a legal holiday, in which event the regular meeting for that year shall be held at the same hour and place on the next succeeding day.

(c) Special meetings of the Board of Directors may be called by the President, or, if he is absent or is unable or refuses to act, by the Vice-President or by any two Directors, and such meetings shall be held at the place, within or without the State of California, designated by the person or persons calling the meeting, and in the absence of such designation at the principal office of the corporation.

(d) The Secretary of the corporation, or other person designated by the President, shall deliver written or printed notice of the time and place of meetings of the Board to each Director personally or by United States mail or telegram at least seven (7) days prior to the date of the meeting, except that notice of all regular meetings of Directors is hereby dispensed with. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the United States mail or on its delivery to the telegraph company. Such notice shall be addressed to each Director at his address as shown on the books of the corporation. If the address of a Director is not so shown and is not readily ascertainable, the notice shall be addressed

to him at the city or place in which the meetings of Directors are regularly held. Notice of the time and place of holding an adjourned meeting of a meeting need not be given to absent Directors if the time and place are fixed at the meeting adjourned.

(e) The transactions of any meeting of the Board, however called and noticed or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present and provided the either before or after the meeting each of the Directors not present signs a waiver of notice, a consent to holding the meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

(f) Except as otherwise expressly provided in these By-Laws, in the Articles of Incorporation of this corporation, or by law, no business shall be considered by the Board at any meeting at which a quorum, as hereinafter defined, is not present, and the only motion which the Chair shall entertain at such meeting is a motion to adjourn. However, a majority of the Directors present at such meeting may adjourn from time to time until the time fixed for the next regular meeting of the Board.

(g) Meetings of Directors shall be presided over by the President of the corporation or Chairman of the Board, or in his absence by the Vice-President or Vice-Chairman, or, in the absence of both, by a chairman chosen by a majority of the Directors present. The Secretary of the corporation shall act as Secretary of the Board of Directors. In case the Secretary is absent from any meeting of Directors, the presiding officer may appoint any person to act as Secretary for the meeting.

(h) A quorum shall consist of a majority of the Board of Directors.

Section 4.10. Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the law, the Articles of Incorporation of this corporation, or these By-Laws require a greater number.

Section 4.11. 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. Such action by written consent shall have the same force and effect as the unanimous vote of such 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 By-Laws of this corporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.

Section 4.12. The entire Board of Directors, or any individual Director, may be removed from office at any time by the vote of a majority of the members of the corporation.

Section 4.13. (a) Vacancies in the Board of Directors shall exist (1) on the death, resignation, or removal of any Director; (2) whenever the number of Directors authorized is increased; and (3) on failure of the members in any election to elect the full number of Directors authorized.

(b) The Board of Directors may declare vacant the office of a Director (1) if he is declared of unsound mind by an order of court, or finally convicted of a felony; or (2) if within sixty (60) days after notice of his election he does not accept the office either in writing or by attending a meeting of the Board of Directors.

(c) Vacancies caused by the death, resignation, or disability of a Director or Directors, or by his or their removal as provided in these By-Laws, or by an amendment of the Articles of Incorporation or these By-Laws increasing the number of Directors authorized shall be filled by a majority of the remaining Directors, though less than a quorum, or by a sole remaining Director.

(d) If the Board of Directors accepts the resignation of a Director tendered to take effect at a future time, either the Board or the members may elect a successor to take office when the resignation becomes effective.

(e) A majority of the members of the corporation may elect a Director at any time to fill any vacancy not filled by the Directors as provided in Paragraphs (c) and (d) of this section. Should the offices of all Directors become vacant and there is consequently no Director left to fill vacancies, the vacancies shall be filled by a majority of the members of the corporation at a regular or special meeting called for that purpose at which a quorum is present.

(f) A person elected Director to fill a vacancy as in this section provided shall hold office for the unexpired term of his predecessor, or until his removal or resignation as in these By-Laws provided.

(g) A reduction of the authorized number of Directors does not remove any Director prior to the expiration of his term of office.

Section 4.14. The Directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 4.15. Should any person be sued, either alone or with others, because he is or was a Director, officer, or employee of the corporation, in any proceeding arising out of his alleged misfeasance or nonfeasance in the performance of his duties or out of any alleged wrongful act against the corporation or by the corporation, indemnity for his reasonable expenses, including attorney's fees incurred in the defense of the proceeding, may be assessed against the corporation, its receiver, or its trustee, by the court in the same or a separate proceeding if (1) the person sued is successful in whole or in part, or the proceeding against him is settled with the approval of the court; and (2) the court finds that his conduct fairly and equitably merits such indemnity. The amount of such indemnity shall be so much of the expenses, including attorney's fees, incurred in the defense of the proceeding, as the court determines and finds to be reasonable.

ARTICLE V. OFFICERS

Section 5.01. The officers of the corporation shall be a President, a Vice-President, a Secretary, and a Treasurer. The corporation may also have, at the discretion of the Board of Directors, one or more additional Vice-Presidents, one or more Assistant Secretaries, one or more Assistant Treasurers, and such other officers as may be appointed in accordance with the provisions of Section 5.03 of this Article. One person may hold two or more offices, except those of President and Secretary.

Section 5.02. Any member of the corporation is qualified to be an officer of the corporation. Officers, other than those appointed pursuant to Section 5.03 or Section 5.05 of this Article, shall be elected annually by the Board of Directors at the first regular meeting of the Board following the annual election of Directors, and each officer shall hold office until he resigns or is removed or is otherwise disqualified to serve, or until his successor shall be elected and qualified, whichever occurs first.

Section 5.03. The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

Section 5.04. Any officer may be removed, either with or without cause, by a majority of the Directors at the time in office, at any regular or special meeting of the Board, and such

officer shall be removed should he cease to be qualified for the office as herein required. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5.05. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by the Board of Directors for the unexpired portion of the term.

Section 5.06. The President shall be the chief executive officer of the corporation and shall in general, subject to the control of the Board of Directors, supervise and control the affairs of the corporation. He shall perform all duties incident to his office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-Laws, or which may be prescribed from time to time by the Board of Directors. He shall preside at all meetings of the members and of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these By-Laws. He shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

Section 5.07. In the absence of the President, or in the event of his inability or refusal to act, the Vice-President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions on, the President. The Vice-President shall have such other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

Section 5.08. The Secretary shall:

(a) Certify and keep at the principal office of the corporation the original, or a copy, of these By-Laws as amended or otherwise altered to date.

(b) Keep at the principal office of the corporation or at such other place as the Board of Directors may order, a book of minutes of all meetings of the Directors and members, recording therein the time and place of holding, whether regular or special, and, if special, how authorized, notice thereof given, the names of those present at the meetings of Directors, the number of members present at meetings of members, and the proceedings thereof.

(c) See that all notices are duly given in accordance with the provisions of these By-Laws or as required by law.

(d) Be custodian of the records of the corporation.

(e) Keep at the principal office of the corporation a membership book containing the name and address of each member, and, in any case where membership has been terminated, he shall record such fact in the book together with the date on which the membership ceased.

(f) Exhibit at all reasonable times to any Director of the corporation, or to his agent or attorney, on request therefor, the By-Laws, the membership book, and the minutes of the proceedings of the Directors of the members of the corporation.

(g) Exhibit at all reasonable times to any member, or to his agent or attorney, on written demand therefor for a purpose reasonably related to the interests of such member, the By-Laws and the minutes of meetings of the Directors or of the members, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members.

(h) In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-Laws, or which may be assigned to him from time to time by the Board of Directors.

Section 5.09. The Assistant Secretary, if such there be, shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform all the duties of the Secretary and, when so acting, shall have all the powers of, and be subject to all the restrictions on, the Secretary. The Assistant Secretary shall perform such other duties as from time to time may be assigned to him by the Board of Directors or by the Secretary.

Section 5.10. Subject to the provisions of Article VII of these By-Laws, the Treasurer shall:

(a) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositaries as shall be selected by the Board of Directors.

(b) Receive, and give receipt for, moneys due and payable to the corporation from any source whatever.

(c) Disburse or cause to be disbursed the funds of

the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

(d) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

(e) Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his agent or attorney, on request therefor.

(f) Exhibit at all reasonable times to any member, his agent, or attorney, on written demand therefor for a purpose reasonably related to the interests of such member, the books of account and financial records of the corporation, and shall exhibit said records at any time when required by the demand of ten (10) percent or more of the members of the corporation.

(g) Render to the President and Directors, whenever he or they request it, an account of any or all of his transactions as Treasurer and of the financial condition of the corporation.

(h) Prepare, or cause to be prepared, and certify the financial statements to be included in the annual report to members.

(i) If required by the Board of Directors, give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine.

(j) In general, perform all duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these By-Laws, or which may be assigned to him from time to time by the Board of Directors.

Section 5.11. If required by the Board of Directors, the Assistant Treasurer, if any there be, shall give a bond for the faithful discharge of his duties in such sum and with such surety or sureties as the Board of Directors shall determine. He shall, in general, perform such duties as shall be assigned to him, from time to time, by the Treasurer or by the Board of Directors.

Section 5.12. Officers of the corporation shall serve without compensation.

ARTICLE VI. COMMITTEES

Section 6.01. The Board of Directors, by a majority

vote of its members, may designate two (2) or more if its number to constitute an Executive Committee and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except the power to adopt, amend, or repeal the By-Laws, and provided that the designation of such Committee and the delegation thereto of authority shall not operate to relieve the Board of Directors or any individual Director, of any responsibility imposed on it or him by law, by the Articles of Incorporation of this corporation, or by these By-Laws. By a majority vote of its members, the Board may at any time modify or revoke any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The Committee shall establish rules and regulations for its meetings and meet at such times as it deems necessary, provided that a reasonable notice of all meetings of the Committee shall be given to its members, and no act of the Committee shall be valid unless approved by the vote or written consent of a majority of its members. The Committee shall keep regular minutes of its proceedings and report the same to the Board from time to time as the Board may require.

Section 6.02. Ad Hoc Committees for specific purposes or activities may be designated from time to time by resolution of the Board of Directors. Chairmen of such Committees shall be appointed by their respective Chairmen in such number as the Chairmen deem advisable, unless otherwise provided by the Board in its resolution designating any such Committee. Except as otherwise provided in such resolution, Committee Chairmen or any member may be removed from the Committee by the person or persons authorized to appoint him whenever in his or their judgment the best interests of the corporation will be served by such removal.

Section 6.03. The Chairman and each member of the Executive Committee and each Chairman of a Standing Committee shall serve until the next annual election of Directors and until his successor is appointed, or until such Committee is sooner terminated, or until he is removed as a Director or officer of the corporation, or until his membership in the corporation terminates, or until he shall otherwise cease to qualify as a Chairman or member, as the case may be, of the Committee, whichever occurs first. Each member of a Standing Committee shall serve as such until a new Chairman is appointed or until he is removed from the Committee by its Chairman, resigns, ceases to be a member of the corporation, or otherwise ceases to qualify as a member of such Committee. Chairmen and members of Ad Hoc Committees shall serve as such for the life of the Committee unless they are sooner removed, resign, or cease to qualify as the Chairman or member, as the case may be, of such Committee.

Section 6.04. Vacancies on any Committee may be filled for the unexpired portion of the term in the same manner as provided in the case of original appointments.

Section 6.05. A majority of the whole Executive Committee or of a whole Standing Committee shall constitute a quorum of such Committee, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the Committee. Unless otherwise provided in the resolution of the Board of Directors designating the Committee, Ad Hoc Committees shall act under the direction of their respective Chairmen without any requirement as to a quorum.

Section 6.06. Each Committee may adopt rules for its own government and procedure not inconsistent with law, with these By-Laws, or with the rules and regulations adopted by the Board of Directors.

ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

Section 7.01. The Board of Directors, except as otherwise provided in these By-Laws, may by resolution authorize any officer or agent of the corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances. Unless so authorized, no officer, agent, or employee shall have any power or authority to bind the corporation by any contract or engagement or to pledge its credit or to render it liable pecuniarily for any purpose or in any amount.

Section 7.02. Except as otherwise specifically determined by resolution of the Board of Directors, as provided in Section 7.01, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidences of indebtedness of the corporation shall be signed by the Treasurer or the Assistant Treasurer and countersigned by the President or the Vice-President of the corporation.

Section 7.03. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies, or other depositaries as the Board of Directors may select.

Section 7.04. The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

ARTICLE VIII. CORPORATE RECORDS,
REPORTS, AND SEAL

Section 8.01. The corporation shall keep at its principal office, or at such other place as the Board of Directors may order, a book of minutes of all meetings of Directors and of all meetings of members, with the time and place of holding, whether regular or special, and, if special, how authorized, the notice given, the names of those present at Directors' meetings, the number of members present at members' meetings, and the proceedings thereof.

section 8.02. The corporation shall keep and maintain adequate and correct accounts of its properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Section 8.03. On request of an assessor, the corporation shall make available at its principal office in California or at a place mutually acceptable to the assessor and to the corporation a true copy of business records relevant to the amount, cost, and value of property, subject to local assessment, which it owns, claims, possesses, or controls within the county.

Section 8.04. The books of account shall at all reasonable times be open to inspection by any Director. Every Director shall have the absolute right at any reasonable time to inspect all books, records, documents of every kind, and the physical properties of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts.

Section 8.05. The books of account, and the minutes of meetings of the Directors, members, and Executive and Standing Committees shall be open to inspection on the written demand of any member at any reasonable time, for a purpose reasonably related to the interests of the member, and shall be exhibited at any time when required by the demand, in writing or made orally at a meeting, of ten (10) percent or more of the members of the corporation. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to make extracts. Demand of inspection other than at a members' meeting shall be made in writing on the President, Secretary, or Assistant Secretary of the corporation.

Section 8.06. The Board of Directors may provide for the preparation and submission to the members a written annual report including a financial statement.

Section 8.07. The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal, if adopted,

shall be affixed to all corporate instruments, but failure to affix it shall not affect the validity of any such instrument.

ARTICLE IX. FISCAL YEAR

Section 9.01. The fiscal year of the corporation shall be determined by the Board of Directors.

ARTICLE X. BY-LAWS

Section 10.01. These By-Laws shall become effective immediately on their adoption. Amendments to these By-Laws shall become effective immediately on their adoption unless the Board of Directors or members, in adopting them as hereinafter provided, provide that they are to become effective at a later date.

Section 10.02. Subject to the Articles of Incorporation of this corporation and to any provisions of law applicable to the amendment of By-Laws of nonprofit corporations, these By-Laws, or any of them, may be altered, amended or repealed and new By-Laws adopted as follows:

(a) Subject to the power of the members to change or repeal them, by the vote of a majority of Directors present at any special or regular meeting of Directors at which a quorum is present, provided that written notice of such meeting and of the intention to change the By-Laws thereat is delivered to each Director at least seven (7) days prior to the date of such meeting, as provided in Section 4.09(d) of these By-Laws, or by the written consent of all Directors without a meeting as provided in Section 4.11 hereof, provided that a By-Law fixing or changing the number of Directors may not be adopted, amended, or repealed except as provided in Paragraph (b) hereof; or

(b) By the vote or written assent of a majority of the members or the vote of a majority of a quorum at a meeting duly called and noticed for the purpose in accordance with Section 3.03 hereof.

Section 10.03. The original, or a copy, of the By-Laws as amended or otherwise altered to date, certified by the Secretary of the corporation, shall be recorded and kept in a book which shall be kept in the principal office of the corporation, and such book shall be open to inspection by the members at all reasonable times during office hours.

ARTICLE XI. VOTING SHARES HELD BY CORPORATION

Section 11.01. The President or other officer of this corporation, or in his absence or on his refusal or inability to act, such other officer as may be designated by resolution of the

the Board of Directors, shall have full power and authority on behalf of this corporation to vote in person or by proxy all shares of any corporation standing in the name of this corporation and shall, on behalf of the corporation, at any shareholders' meeting, exercise all rights incident to the ownership of such shares.

ARTICLE XII. INVESTMENTS

Section 12.01. The corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest funds held by it, according to the judgment of the Board of Directors, without being restricted to the class of investments which a trustee is or may hereafter be permitted by law to make or any similar restriction, provided, however, that no action shall be taken by or on behalf of the corporation if such action is a prohibited transaction under Sections 4941 through 4945 of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent Federal tax laws.

ARTICLE XIII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

Section 13.01 No member, Director, officer, employee, or other person connected with this corporation, or any other private individual, shall receive at any time any of the net earnings or pecuniary profit from the operations of the corporation, provided, that this provision shall not prevent payment to such person of reasonable compensation for services rendered to or for the corporation in effecting any of its purposes as shall be fixed by resolutions of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. All members of the corporation shall be deemed to have expressly consented and agreed that on such dissolution or winding up of the affairs of the corporation, whether voluntary or involuntary, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

ARTICLE XIV. DISTRIBUTION OF INCOME AND PROHIBITED TRANSACTIONS

Section 14.01. Notwithstanding any other provision in these By-Laws, the corporation shall be subject to the following limitations and restrictions:

- (a) The corporation shall distribute its income for

each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(c) The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(d) 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 1954.

(e) The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

ARTICLE XV. CONSTRUCTION

Section 15.01. As used in these By-Laws:

(a) The present tense includes the past and the future tenses, and the future tense includes the present.

(b) The masculine gender includes the feminine and neuter.

(c) The singular number includes the plural, and the plural number includes the singular.

(d) The word "shall" is mandatory, and the word "may" is permissive.

(e) The words "Directors" and "Board" have the meaning stated in Section 4.02 of these By-Laws.



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95867

March 6, 1974

In reply refer to
EO:JCS:eh

Amargosa Opera House, Inc.
P. O. Box 664
Death Valley, CA 92328

Purpose: Educational
Form of Organization: Corporation
Accounting Period Ending: 692799
Organization Number:

Gentlemen:

Based on the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from State franchise or income tax under Section 2370ld, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4-1/2 months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2-1/2 months) after the close of your annual accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214 through 17216.2 and 24357 through 24359 of the Code, unless your purpose is testing for Public Safety.

If the organization is incorporating or is a foreign corporation qualifying to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

James C Stewart
James C. Stewart
Counsel

This exemption is issued on the condition that a federal exemption will be applied for and a copy of the final determination letter is furnished to this office.

☐ cc: Secretary of State (Corp)
cc: Registrar of Charitable Trusts
cc: **H. Bradley Jones**

MAR 13 11 31 AM '74