

100 OCT 31 2013

ARTICLES OF INCORPORATION  
OF  
RETIRED EMPLOYEES OF MERCED COUNTY ASSOCIATION, INC.

**ONE:** The name of this corporation is: RETIRED EMPLOYEES OF MERCED COUNTY ASSOCIATION, INC. The name of the existing unincorporated association now being incorporated by the filing of these Articles is: RETIRED EMPLOYEES OF MERCED COUNTY.

**TWO:** (a) This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

(b) The purposes for which this corporation is formed are pleasure, recreation, and other nonprofit purposes, and specifically as a social club, within the meaning of Internal Revenue Code §501(c)(7), or the corresponding provision of any future United States Internal Revenue law, to advocate, educate, inform, and provide activities for retired former employees of the County of Merced and of other governmental entities in the greater Merced County area of California.

(c) Despite any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and this 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 section 501(c)(7) (or the corresponding provision of any future United States internal revenue law), or (ii) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future United States internal revenue law).

**THREE:** The street address for this corporation is: 2032 Spanish Bay Court, Merced, California, 95340.

**FOUR:** The mailing address for this corporation is: P.O. Box 3605, Merced, California, 95344.

**FIVE:** The name and complete business address in this state of this corporation's initial agent for service of process is: Leon Teague, 2032 Spanish Bay Court, Merced, California, 95340.

**SIX:** (a) The property of this corporation is irrevocably dedicated to the purposes described above and no part of the net income or assets of this corporation shall ever inure to the benefit of any employee, officer, director, member, or private shareholder, as defined in Internal Revenue Code section 501(c)(7).

(b) Upon dissolution of the corporation, its assets shall be disposed of exclusively for the purposes of the corporation or distributed to such organizations organized and operated exclusively for such purposes which shall, at the time, qualify as exempt organizations under section 501(c)(7).

**SEVEN:** The corporation may have one or more classes of members, the qualifications and rights, including voting rights, of which shall be designated in the *Bylaws* of the corporation.

**EIGHT:** The names and addresses of the persons appointed to act as the initial directors of the corporation are:

- Leon Teague, 2032 Spanish Bay Court, Merced, California, 95340
- Kaye Greeley, 1571 Monte Cristo Way, Livingston, California, 95334
- LaVon Justice, 1047 Carolina Drive, Merced, California, 95340
- Lola Barnett, P.O. Box 3222, Merced, California, 95344
- David Baker, 3050 Beverly Court, Merced, California, 95340
- Michael Sefranek, 5482 Bear Creek Drive, Cathys Valley, California, 95306
- Marie McDonagh, 669 Hansen Avenue, Merced, California, 95340
- Linc Clendenin, 2349 E. Olive Avenue, Merced, California, 95340
- Scott Johnston, 5518 Appalossa Way, Atwater, California, 95301
- Ron Kinchloe, 3312 Ridgemont Court, Modesto, California, 95355
- John Carlisle, 1890 E. Olive Avenue, Merced, California, 95340

**NINE:** (a) The liability of directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under California law. This corporation is authorized to indemnify the directors and officers of this corporation to the fullest extent permissible under California law.

(b) This corporation is authorized to provide indemnification of agents (as defined in Section 7237 of the California Corporations Code) for breach of duty to this corporation through Bylaw provisions, agreements with agents, vote of disinterested directors, or otherwise to the fullest extent permissible under California law.

(c) Any amendment, repeal, or modification of any provision of this Article Nine shall not adversely affect any right or protection of an agent of this corporation existing at the time of such amendment, repeal, or modification.

DATED: October 16, 2013. Leon Teague  
LEON TEAGUE, Director

DATED: 10/23, 2013. Kaye Greeley  
KAYE GREELEY, Director

DATED: October 16, 2013. LaVon Justice  
LAVON JUSTICE, Director

DATED: October 16, 2013. Lola Barnett  
LOLA BARNETT, Director

DATED: 10/16, 2013. David Baker  
DAVID BAKER, Director

DATED: 10-28, 2013. Michael Sefranek  
MICHAEL SEFRANEK, Director

DATED: 10/16, 2013.

Marie McDonagh  
MARIE McDONAGH, Director

DATED: October 16, 2013.

LINC CLENDENIN  
LINC CLENDENIN, Director  
Lincoln

DATED: 10/16, 2013.

R. SCOTT JOHNSTON  
R. SCOTT JOHNSTON, Director

DATED: October 16, 2013.

Ronald L Kinchloe  
RON KINCHLOE, Director  
Ronald L.

DATED: OCTOBER 16, 2013.

John Carlisle  
JOHN CARLISLE, Director

The undersigned LEON TEAGUE and LAVON JUSTICE, declare under penalty of perjury under the laws of the State of California that they are the President and the Secretary, respectively, of RETIRED EMPLOYEES OF MERCED COUNTY COUNTY, referred to in the above *Articles of Incorporation* and that that association has duly authorized and approved in accordance with its rules and procedures incorporation by the means of the above *Articles*.

Executed at Merced, California, on October 16, 2013.

Leon Teague  
LEON TEAGUE, President

Lavon Justice  
LAVON JUSTICE, Secretary

We declare that we are the persons who executed the foregoing *Articles of Incorporation* which execution is our act and deed.

DATED: October 16, 2013.

Leon Teague  
LEON TEAGUE, Director

DATED: 10/27, 2013.

Kaye Greeley  
KAYE GREELEY, Director

DATED: October 16, 2013.

Lavon Justice  
LAVON JUSTICE, Director

DATED: 10/16, 2013.

Lola Barnett  
LOLA BARNETT, Director

DATED: 10/16, 2013.

David Baker  
DAVID BAKER, Director

DATED: 10-28, 2013.

Michael Sofranek  
MICHAEL SOFRANEK, Director

DATED: 10/16, 2013.

Marie McDonagh  
MARIE McDONAGH, Director

DATED: October 16, 2013.

Linc Clendenin  
LINC CLENDENIN, Director  
pc Lincoln

DATED: 10/16, 2013.

R. Scott Johnston  
R. SCOTT JOHNSTON, Director  
RA

DATED: OCTOBER 16, 2013.

Ronald L. Kinchloe  
RON KINCHLOE, Director  
Ronald L.

DATED: OCTOBER 16, 2013.

John Carlisle  
JOHN CARLISLE, Director

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