

Restated Articles of Incorporation

The undersigned certify that:

1. They are the president and the secretary, respectively, of THE EUREKA HERITAGE SOCIETY, INCORPORATED a California corporation.
2. The articles of Incorporation of the corporation are amended and restated to read as follows:

ARTICLES OF INCORPORATION

OF

THE EUREKA HERITAGE SOCIETY, INCORPORATED

I

The name of this corporation shall be The Eureka Heritage Society, Incorporated.

II

The purpose for which this corporation is formed are: To identify and encourage the preservation of historically and architecturally significant structures and sites within the City of Eureka.

III

This corporation is organized pursuant to the Nonprofit Public Benefit Corporation Law of the State of California.

IV

The county in this State where the principal office for the transaction of the business of this corporation is located in Humboldt County.

V

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 to dues and assessments and the method of collection thereof, shall be as set forth in the By-laws.

VI

The property of this corporation is irrevocably dedicated to charitable purposes 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. 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 Section 501 (c) (3) of the Internal Revenue Code.

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, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

DATE: _____

Mary Ann McCulloch, President

Peter Santino, Secretary