

Articles of Incorporation of San Diego Underwater Photographic Society, Inc.

Article I General Provisions

1.1 Corporate Name

The name of this Corporation is San Diego Underwater Photographic Society, Inc.

1.2 Corporate Purposes and Powers

The purposes and powers unto which this Corporation is formed are:

- a) To act as a social club for its members;
- b) To promote the sport and pastime of underwater photography and videography for the enjoyment of its members;
- c) From time to time to hold and charge admission to events such as film festivals or seminars or to sell items, such as Shirts or DVDs, to raise money for operating expenses;
- d) To have and exercise all rights and powers conferred on nonprofit membership organizations according to the laws of the State of California, including the power to contract, rent, buy or sell personal or real property.

Article II Corporate Organization

2.1 Type of Corporation

This Corporation is organized as a an exempt organization pursuant to the provisions of Section 501(c)(7) of the United States Internal Revenue Code and Section 23701g of the California Revenue and Taxation Code. As such a corporation, this Corporation shall not recognize pecuniary gain or profit to individual members of the Corporation.

2.2 Corporate Office

The principal office for the transaction of corporate business is located in San Diego County.

Article III Governance

3.1 Board of Directors

The Board of Directors shall govern the activities and exercise the powers of this Corporation.

3.2 Number of Directors

There shall be nine (9) members on the Board of this Corporation.

3.3 Present Members of the Board of Directors

The names and email addresses of the persons who are presently acting in the capacity of Directors and Officers is posted on the SDUPS website at www.sdups.com.

3.4 Manner of Action

Any action required or permitted to be taken by the Board of Directors under any provision of law, these articles of incorporation, or the bylaws of this Corporation may be taken without a meeting, provided that all members of the Board, individually or collectively, consent in writing or via email to such action. Such written or emailed consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written or emailed 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 actions so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation of this Corporation authorized the directors to so act. Any such statement within a document executed by the Secretary of the Corporation shall be prima facie evidence of the Board's authority to take action without a meeting. Otherwise, the Board of Directors may act and may exercise the powers of this Corporation in any manner consistent with the Articles or Bylaws of this Corporation.

Article IV
Corporate Members

4.1 Membership

The membership of this Corporation shall be comprised of individuals meeting the qualifications set forth in the Bylaws of this Corporation.

4.2 Membership Classes, Rights and Obligations

The classes of membership, the rights and privileges of members, and the obligations of membership shall be as set forth in the Bylaws of this Corporation.