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FILED

In the Office of the Secretary of State
of the State of California

JAN 18 1965

FRANK M. JORDAN, Secretary of State

By Bill Holden
Deputy

ARTICLES OF INCORPORATION

OF

SIERRA FOOTHILLS ROSE SOCIETY

The Sierra Foothills Rose Society, an unincorporated association composed of members who are interested in the rose and its cultivation, desires to incorporate under Part I of Division Two of the Corporations Code of the State of California, also known as the General Non-profit Corporation Law.

FIRST: The name of this corporation shall be SIERRA FOOTHILLS ROSE SOCIETY.

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

- (a) THE SPECIFIC AND PRIMARY PURPOSE is to foster, stimulate, and increase interest in the rose and its cultivation, and in the introduction of improved varieties of roses in home and public gardens;
- (b) To sponsor, encourage, and promote social, educational, recreational, and cultural activities and projects of Club members relating to rose growing and cultivation;
- (c) To conduct an Annual Rose Show;
- (d) To acquaint the membership and public generally with varieties of roses best suited to climatic conditions in the Sacramento Valley;
- (e) To support and further, in the Sacramento Valley, the aims and purposes of the American Rose Society;

Restoration of rights
to amend articles

to

(f) To serve as Consulting Rosarians;

(g) To evaluate the growth and performance of varieties of roses in the Sacramento Valley;

(h) To receive property by devise or bequest subject to the laws regulating the transfer of property by will, and otherwise acquire and hold all property, real or personal, including shares of stock, bonds, and securities of other corporations;

(i) To act as trustee under any trust incidental to the principal objects of the Sierra Foothills Rose Society Club, and to receive, hold, administer, and expend funds and property subject to such trust;

(j) To convey, exchange, lease, mortgage, encumber, transfer upon trust, or otherwise dispose of all property, real or personal;

(k) To borrow money, contract debts and issue bonds, notes and debentures, and secure the payment or performance of its obligations;

(l) To make contracts, and to do all the other acts necessary or expedient for the administration of the affairs and attainment of the purposes of the Sierra Foothills Rose Society.

The foregoing statement of purposes shall be construed as a statement of joint purposes and powers, and the purposes and powers stated in each clause shall, except where otherwise expressed, be in nowise limited or restricted by reference to or inference from the terms

or provisions of any other clause, but shall be regarded as independent purposes.

THIRD: The county in this state in which the principal office for the transaction of business of this corporation is to be located is Placer County.

FOURTH: This corporation is organized pursuant to the general nonprofit corporation law of the State of California.

FIFTH: The name of the existing unincorporated association that is being incorporated is Sierra Foothills Rose Society.

SIXTH: The number of directors of this corporation shall not be less than five nor more than eight, the exact number of which shall be fixed by a by-law duly adopted by the members of the Society pursuant to the by-laws of the society.

(a) The Directors of this corporation are expressly authorized to make, alter, amend and repeal the by-laws of the corporation, subject to the right of repeal by a majority of the members of the corporation.

(b) A by-law fixing or changing the number of directors may not be adopted, amended or repealed without the vote or written assent of members entitled to exercise a majority of the voting power, or the vote of a majority of a quorum at a meeting of members duly called pursuant to the by-laws.

(c) The names and addresses of the persons who are appointed to act as the directors are as follows:

Mr. R. W. Anderson, P. O. Box 654 (219 King Rd.), Roseville, Calif.
Mr. William Humenick, 9473 Bullion Way, Orangevale, California
Mr. Orville Penick, 1605 Meadow Road, West Sacramento, California
Mr. J. M. Taillefer, 4321 Baywood Drive, Sacramento, California
Mr. H. P. Warren, 6221 Templeton Drive, Carmichael, California

SEVENTH: The authorized number and classification 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 or assessments and the method of collection thereof, shall be set forth in the by-laws.

EIGHTH: This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and is organized solely for nonprofit purposes; any and all assets of the corporation are irrevocably dedicated to educational, social and recreational purposes and no part of any net earnings or assets shall inure to the benefit of any member or any other individual.

NINTH: (a) Any person interested in the care, culture, arrangement and study of roses, is eligible to become a member of the Sierra Foothills Rose Society. The members are liable to dues to be levied at specified intervals as determined by the Board of Directors. Said dues shall be payable by any method as determined by the Board of Directors.

(b) The Sierra Foothills Rose Society, as an incident of its purpose, shall have all of the powers enumerated in Part I of Division Two of Title I, of the Corporation Code of the State of

California, also known as the General Nonprofit Corporation Law, which it may exercise in full measure without the necessity of obtaining any order of the court for authorization, approval or confirmation.

IN WITNESS WHEREOF, we, the duly authorized officers, ROBERT WATKINS and CAROL WALTERS, president and secretary respectively, of the Sierra Foothills Rose Society, an unincorporated association, have executed these articles of incorporation this 15th day of January, 1968, at Sacramento, California.

Robert Watkins
ROBERT WATKINS

Carol Walters
CAROL WALTERS

STATE OF CALIFORNIA)
COUNTY OF Sacramento) ss

On this 15 day of January, 1968, before me, J. M. Taillefer Notary Public in and for the County of Sacramento, State of California, personally appeared Robert Watkins and Carol Walters, known to be to be the persons whose names are subscribed to the foregoing articles of incorporation, and acknowledged to me that they executed the same.



J. M. Taillefer
Notary public in and for said county and state

My commission expires My Commission Expires Feb. 14, 1968

AFFIDAVIT OF AUTHORITY

STATE OF CALIFORNIA

COUNTY OF

Sacramento } ss

ROBERT WATKINS and CAROL WALTERS, being by me first duly sworn depose and say that they are the president and secretary respectively, of the Sierra Foothills Rose Society, an unincorporated association; and, they are duly authorized and directed by the membership thereof to execute the above articles of incorporation of said association.

Robert Watkins
ROBERT WATKINS

Carol Walters
CAROL WALTERS

1964.

Subscribed and sworn to before me this 15 day of January,

J. M. Fuller
Notary public in and for said
county and state

My commission expires My Commission Expires Feb. 14, 1968

FRANCHISE TAX BOARD

1025 P STREET, SACRAMENTO 95814



January 18, 1965

Sierra Foothills Rose Society
c/o Mr. Joseph M. Taillefer
926 Jay Building, Suite 1014
Sacramento, California 95814

Re: Exemption from Franchise Tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State Franchise Tax under the provisions of Section 23701g of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a social and recreational club.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. You are required to report any such changes immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within thirty days.

Very truly yours,

James T. Philbin

James T. Philbin
Associate Tax Counsel

JTP:ef

cc: Secretary of State
(c, f, g, i, j, l, m)

FTB 4210