FIRST: The name of the corporation is FINE ARTS GALLERY ASSOCIATION.

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

(a) The specific and primary purposes are to promote and encourage public interest in and support of fine arts.

(b) The general purposes and powers are to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FOURTH: The county in this State where the principal office for the transaction of the business of the corporation is located is Santa Clara.

FIFTH: (a) The number of Directors of this corporation shall be seventeen (17).

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

BARBARA M. CASSIN  
2367 Newhall Street  
San Jose, California  95128

PATRICIA MEISS  
1986 Josephine Avenue  
San Jose, California  95124

MAURIE GILES  
1474 DePalma Drive  
San Jose, California  95120

ALICE RICHARDS  
3561 Amber Drive  
San Jose, California  95117

ANN MARIE HIX  
14 Deborah Lane  
Campbell, California  95008

ROBERT DAWE  
433 So. 12th Street  
San Jose, California  95112

JUNE MANNING  
2880 Kriq Drive  
San Jose, California  95125

MARIYLN DORSA  
1643 Andalusia Way  
San Jose, California  95125

ANN DYMANS  
14980 Winchester Blvd.  
Los Gatos, California  95030

CHARLOTTE WENDEL  
285 Manchester Avenue  
Campbell, California  95008

FAITH NEALLEY  
1820 Terri Way  
San Jose, California  95124

CAROL VOSS  
1418 Sunshadow Lane  
San Jose, California  95127

WINIFRED BROWN  
1678 Sweetbriar Drive  
San Jose, California  95125
SIXTH: (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, assets, profits, and net income of this corporation are irrevocably dedicated to charitable, scientific, literary, and educational purposes.

(c) On the dissolution or winding up of this 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 charitable, scientific, literary, or educational 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, such assets shall, on dissolution, be disposed of in such a manner as may be directed by decree of the superior court of the county in which this corporation's principal
office is located, on petition therefor by the Attorney General or by any person concerned in the liquidation.

SEVENTH: 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.

EIGHTH: The name of the unincorporated association which is being incorporated is FINE ARTS GALLERY ASSOCIATION.

IN WITNESS WHEREOF, the undersigned, being the President and the Secretary, respectively, of FINE ARTS GALLERY ASSOCIATION, the unincorporated association which is being incorporated hereby, have executed these Articles of Incorporation on September 12, 1969.

/s/ Barbara M. Cassin
Barbara M. Cassin, President

/s/ Maurie H. Giles
Maurie Giles, Recording Secretary
On September 12, 1969, before me,

PARMA LEE BAKER, a Notary Public for the
State of California, personally appeared BARBARA M. CASSIN, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of FINE ARTS GALLERY ASSOCIATION, and acknowledged that she executed the same.

PARMA LEE BAKER
Notary Public for the State of California
My Commission expires: November 13, 1969

State of California
County of Santa Clara

On September 16, 1969, before me,

PARMA LEE BAKER, a Notary Public for the
State of California, personally appeared MAURIE GILES, known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation of FINE ARTS GALLERY ASSOCIATION, and acknowledged that she executed the same.

PARMA LEE BAKER
Notary Public for the State of California
My Commission expires: November 13, 1969
DECLARATION OF AUTHORITY

BARBARA M. CASSIN and MAURIE GILES each states that
she is the President and Recording Secretary, respectively,
of the unincorporated association mentioned in the fore-
going Articles of Incorporation, and that said association
has duly authorized its incorporation and has authorized
the undersigned, as said officers, to execute the Articles
of Incorporation.

Each of the undersigned declares under the penalty
of perjury that the foregoing statement is true and
correct.

Executed at San Jose, California, September 12, 1969.

/s/ Barbara M. Cassin
Barbara M. Cassin, President

/s/ Maurie H. Giles
Maurie Giles, Recording Secretary
CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

CHARLOTTE WENDEL and VIRGINIA FARNQUIST certify:

1. That they are the president and the recording secretary of FINE ARTS GALLERY ASSOCIATION, a California corporation.

2. That at a meeting of the Board of Directors of said corporation, duly held at Civic Art Gallery, San Jose, California, on November 12, 1973, the following resolution was adopted:

"RESOLVED: That Article FIRST of the Articles of Incorporation of this corporation be amended to read as follows:

'The name of this corporation is SAN JOSE MUSEUM OF ART ASSOCIATION'."

3. That the members have adopted said amendment by resolution at a meeting held at San Jose, California, on March 6, 1974. That the wording of the amended article, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

4. That the numbers of members represented by vote consent is 34. That the number of members constituting a quorum of those entitled to vote on or consent to the amendment is 29.

Charlotte Wendel
Charlotte Wendel
Virginia Farnquist
Virginia Farnquist

HOGE, FENTON, JONES & APPEL, INC.
ATTORNEYS AT LAW
SAN JOSE, CALIFORNIA
Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Jose, California, on May 9, 1974.

Charlotte Wendel

Charlotte Wendel

Virginia Farnquist

Virginia Farnquist