

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

LOS ANGELES WORLD AFFAIRS COUNCIL

a California Nonprofit Public Benefit Corporation

The undersigned certify that:

1. They are the President and Secretary, respectively, of Los Angeles World Affairs Council (the “Corporation”);

2. The Articles of Incorporation of the Corporation are hereby amended and restated to read as follows:

ARTICLES OF INCORPORATION

I.

The name of this corporation is LOS ANGELES WORLD AFFAIRS COUNCIL AND TOWN HALL.

II.

A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.

C. The principal purpose of this corporation is to (a) promote and support an impartial and open forum for the discussion and dissemination of public issues and questions including with respect to domestic and world affairs, and to aid, through civic education, in accomplishment of sound democratic citizenship and a harmonious community, (b) engage Southern California in domestic and world affairs and promote better community understanding of national and international issues, and (c) carry on other charitable activities associated with this purpose as allowed by law.

III.

The initial name and address in the State of California for this corporation’s agent for service of process are:

Cogency Global Inc.
600 Wilshire Boulevard, Suite 980
Los Angeles, California 90017

The initial street address and mailing address of this corporation is:

3535 Hayden Avenue, Suite 200
Culver City, California 90232

IV.

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code), and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

B. Notwithstanding any other provision of these articles, this corporation shall not carry on any activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

C. Notwithstanding any other provision of these articles, if at any time or times this corporation is a private foundation within the meaning of Section 509 of the Code, then during such time or times:

1. this corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Code;

2. this corporation shall distribute its income for each taxable year at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Code;

3. this corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Code;

4. this corporation shall not make any investments in such a manner as to subject this corporation to tax under Section 4944 of the Code; and

5. this corporation shall not make any taxable expenditure as defined in Section 4945(d) of the Code.

V.

A. The property of this corporation is irrevocably dedicated to any exempt purpose set forth in Section 501(c)(3) of the Code. No part of the net earnings or assets of this corporation shall ever inure to the benefit of any director, officer or member (if any) of this corporation, or to the benefit of any private person, except that this corporation is authorized and

empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these articles.

B. Upon the dissolution or winding up of this corporation, the assets of this corporation 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 one or more charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

C. All references contained in these articles to the Internal Revenue Code of 1986, or to the “Code,” shall be deemed to refer to the Internal Revenue Code of 1986 and to the regulations established pursuant thereto, in each case as they now exist or as they may hereafter be amended. Any reference contained in these articles to a specific section or chapter of the Code shall be deemed to refer to such section or chapter and the regulations established pursuant thereto, in each case as they now exist or as they may hereafter be amended, and to any corresponding provision of any future United States revenue law and any regulations established pursuant thereto.

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

Each of the undersigned declares under penalty of perjury under the laws of the State of California that the statements in the foregoing certificate are true and correct of his or her own knowledge, and that this declaration was executed on the date set forth below.

Date: [•], 2019

By: Sarah Ketterer
Title: President of the Corporation

By: Elliot Ponchick
Title: Secretary of the Corporation