

**ARTICLES OF INCORPORATION  
OF  
SOUTHERN CALIFORNIA CONFERENCE OF SEVENTH-DAY ADVENTISTS,  
a California Nonprofit Religious Corporation**

(as filed January 2008)<sup>1</sup>

**ARTICLE 1**

The name of the corporation is: **Southern California Conference of Seventh-day Adventists.**

**ARTICLE 2**

A. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law exclusively for religious purposes. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.<sup>2</sup> This corporation is organized exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding section of any future United States internal revenue law) (the "Code"). Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income taxes under Section 501(c)(3) of the Code; or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

B. This corporation is specifically authorized to accept appointments as trustee under<sup>3</sup>  
Section 15604 of the California Probate Code.

**ARTICLE 3**

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as provided under Section 501(h) of the Code, and this corporation shall not participate in or intervene in (including

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<sup>1</sup> *These explanatory footnotes are not part of the Articles. This version of the Articles is redlined to reflect revisions made to the articles following constituency approval. The 2007 constituency action included authorization of the Conference officers to take those actions necessary to implement the merger of the Conference and the Association and file the Articles. These footnotes explain the reason for each change, all of which were approved by the executive committee.*

<sup>2</sup> *This language was necessary in order for the Conference to benefit from the better religious liberty protections under the 1980 version of the California Corporations Code.*

<sup>3</sup> *This sentence is necessary so that the Conference can continue its trust department work.*

publishing or distributing statements) any political campaign on behalf of any candidate for public office, except as otherwise provided under Section 501(h) of the Code.

B. All corporate property is irrevocably dedicated to the purposes set forth in Article 2 above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers or members, or to any individual.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to such organization (or organizations) organized and operated exclusively for charitable purposes under Section 501(c)(3) of the Code and that is qualified for exemption from taxation under Revenue and Taxation Code Section 23701d. This organization shall be the Pacific Union Conference of Seventh-day Adventists, if it qualifies as a distributee under the provisions of this Article.

#### ARTICLE 4

~~These~~Any amendment to these articles of incorporation ~~may only be amended by~~will require the additional approval of a two-thirds (2/3) vote of the delegates present at any regular or special session of this corporation, as further provided in the Bylaws of this corporation.<sup>4</sup>

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<sup>4</sup> The California Secretary of State's office required this wording change before it would accept the Articles for filing. It still has the effect of requiring a two-thirds approval of the constituency delegates for a change to the Articles.