

# Restated Articles of Incorporation

## SOUTHERN PENINSULA EMERGENCY COMMUNICATIONS SYSTEM USERS GROUP

The undersigned certify that:

1. They are the president and the secretary, respectively, of **Southern Peninsula Emergency Communications System Users Group**, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

### Article I

The name of this corporation is **Southern Peninsula Emergency Communications System Users Group**, a California corporation.

### Article 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. The specific purpose is generally to promote, encourage and assist all radio amateurs in preparing for and carrying out emergency communications. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable purposes.
- B. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

### Article III

- A. All persons interested in amateur radio activities shall be eligible for membership, subject to approval by the Board of Directors.
- B. A Regular Member is one whose dues are current with no charges pending and has voting rights.

### Article IV

- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in 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 of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt

from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

#### Article V

- A. The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, 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 Article II hereof.
- B. Upon the dissolution or winding up of this Corporation, its assets 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 charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

#### Article VI

- A. These Articles of Incorporation may be amended at any regular meeting of SPECS-UG, provided said amendment is passed by a two-thirds vote of the members present in good standing.
- B. Notice of a proposed amendment shall be given to all members in good standing at least seven days prior to the meeting at which the amendment is to be presented.
- C. Amendments shall not conflict with Article 2 of these Articles of Incorporation.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

4. The foregoing amendment of Articles of Incorporation has been duly approved by the required vote of the members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge.

\_\_\_\_\_ A. Grant Elliot, President    Date: **January 17, 2023**

Leslie M. Grimm Leslie M. Grimm, Secretary    Date: **January 17, 2023**