

ARTICLES OF INCORPORATION

and

BY - LAWS

of the

CALIFORNIA ASSOCIATION

OF

PROFESSIONAL EMPLOYEES

Los Angeles,
California

February 3, 1964

ARTICLES OF INCORPORATION

OF

CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES

FIRST: The name of this corporation is:

CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES.

SECOND: The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in Paragraph (a) below, are:

(a) The specific activity in which the corporation is primarily to engage is to initiate, sponsor, promote and carry out plans, policies and activities which will tend to advance the health, comfort, morale and economic welfare of all member employees of public agencies or public corporations.

(b) To engage in all lawful activities and operations usually and normally engaged in by an association of public employees.

(c) To possess and exercise all of the powers conferred by law upon nonprofit corporations and to have all other powers and to do all other acts necessary or incidental to the administration of the affairs and for carrying out the purposes of this corporation, including, without limitation, any or all of the following acts or things:

1. To buy, lease, rent, or otherwise acquire, hold or use, own, enjoy, sell, exchange, lease as lessor, mortgage, deed in trust, pledge, encumber, transfer upon trust, or otherwise dispose of any and all kinds of property, whether real, personal, or mixed, and including shares of stock, bonds, or securities of other corporations, and wherever situated;

2. To receive property by devise or bequest, subject to the laws regulating the transfer of property by testamentary disposition; to act as trustee under any trust and to receive, hold, administer and expend funds and property subject to any such trust;

3. To borrow money and to contract debts; to issue bonds, notes and other evidences of indebtedness, and to secure the same by any or all of the property of this corporation, or to issue the same unsecured;

4. To enter into, make, perform and carry out partnerships, joint ventures, and contracts of every kind for any lawful purpose and without limit as to amount with any person, firm or corporation.

THIRD: This corporation is organized pursuant to the General Nonprofit

Corporation Law of the State of California. Nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such, except upon dissolution or winding up.

FOURTH: The county in the State of California where the principal office for the transaction of the business of this corporation is to be located in the County of Los Angeles.

FIFTH:

(a) The powers of this corporation shall be exercised, controlled, and its affairs conducted by a Board of Directors. The number of Directors of this corporation shall be nine (9). The number of Directors of this corporation provided for herein may be changed by By-Law duly adopted by the members entitled to vote.

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

Stanley E. Blakely	436 S. Beachwood Dr., Burbank, CA
Walter L. Maze	1721 E. Chevy Chase Dr., Glendale, CA
Harvey J. Weese	18838 Ballinger St., Northridge, CA
George D. Arndt	1406 St. Malo St., W. Covina, CA
Joseph P. Becker	1010 Aldgate Ave., La Puente, CA
Alden Chase	13714 Shablow Ave., Sylmar, CA
Armando Cid	2366 W. 231st St., Torrance, CA
Jerome I. Orland	4851 Linscott Pl., Los Angeles, CA
James W. Quinn	15435 E. Lashburn St., Whittier, CA

SIXTH: The authorized number of qualifications of the members of this corporation, the different classes of membership, the voting and other rights and privileges of members, and the obligations of members shall be as set forth in the By-Laws of this corporation.

SEVENTH: The name of the existing unincorporated association which is being incorporated is: CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES.

IN WITNESS WHEREOF, for the purpose of forming this corporation under the laws of the State of California, we, the undersigned, constituting the Presiding Officer, the Secretary of CALIFORNIA ASSOCIATION OF PROFESSIONAL EMPLOYEES, and the remaining members of the Board of Governors which constitutes the governing board of the CALIFORNIA

ASSOCIATION OF PROFESSIONAL EMPLOYEES, have executed these Articles of Incorporation this 12th day of December, 1963.

(Signed)

STANLEY E. BLAKELY, Chairman

WALTER L. MAZE, Secretary

HARVEY J. WEESE

GEORGE D. ARNDT

JOSEPH P. BECKER

ALDEN CHASE

ARMANDO CID

JEROME I. ORLAND

JAMES W. QUINN