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ARTICLES OF INCORPORATION  
OF  
GOLD DISCOVERY PARK ASSOCIATION

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
APR 28 1982  
MARCH FONG EU, Secretary of State  
Leslie Glenn  
Deputy

I

The name of this corporation is Gold Discovery Park Association.

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. The specific purpose of this corporation is to promote the educational and interpretive activities of the California State Park System, principally in the Marshall Gold Discovery Area.

III

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

Marion A. Woodward, Highway 49, Coloma, CA 95613

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#### IV

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

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

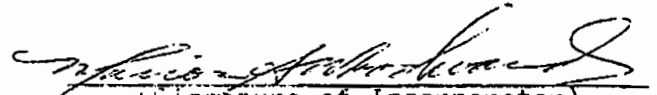
C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

#### V

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the 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

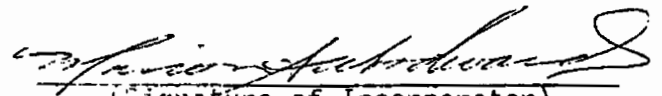
exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

DATE: MAR 10 1982

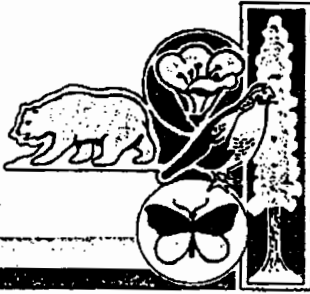
  
(Signature of Incorporator)

Marion A. Woodward

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

  
(Signature of Incorporator)

PERM-0102I (0103I)



State  
of  
California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute  
this certificate and affix the Great  
Seal of the State of California this

MAY 4 1982



*March Fong Eu*

Secretary of State

BY-LAWS  
OF THE  
GOLD DISCOVERY PARK ASSOCIATION  
501 (c) (3)

ARTICLE I: NAME

The name of this corporation shall be the Gold Discovery Park Association.

ARTICLE II: OFFICES

The principal office for the transaction of the business of the Gold Discovery Park Association, hereinafter called "the Association," is to be located at Coloma, El Dorado County, California. The Board of Directors, herein called "the Directors" is granted full power and authority to change said principal office from one location to another or this section may be amended to state the new location.

ARTICLE III: OBJECTIVES AND PURPOSES

The objectives of this Association shall be: 1) to promote the educational and interpretive activities of the State Park system, principally in Marshall Gold Discovery State Historic Park; 2) to produce and make available to park visitors, by sale or free distribution, suitable interpretive and educational literature and materials, including maps, pamphlets, visuals, and recordings; 3) to acquire display materials or objects pertaining to the human history or natural history of the area for the purpose of adding them to the interpretive collections of the State Park system; 4) to develop and maintain a suitable park for Marshall Gold Discovery State Historic Park; 5) to assist financially and otherwise in the establishment and operation of similar cooperating associations in other areas of the State Park system; 6) to assist in the development and improvement of interpretive facilities; 7) to give all possible aid to the State of California in conserving, developing, and interpreting the State Park system for the benefit of the public.

#### ARTICLE IV: MEMBERSHIP

SECTION 1. QUALIFICATIONS: Membership is open to any person interested in furthering the aims and purposes of this Association.

SECTION 2. CLASSES OF MEMBERSHIP: The Directors may establish classes of membership and voting rights for such classes.

SECTION 3. ANNUAL DUES: All annual membership dues shall be due and payable on January 1. All memberships are valid through December 31 of said year.

#### ARTICLE V: MEETINGS OF MEMBERS

SECTION 1. GENERAL MEETINGS: General meetings may be held at times designated by the Directors. A meeting of members or Directors shall be held at least once each quarter. Meetings shall be held at Marshall Gold Discovery State Historic Park in Coloma, California, or other location designated by the Directors.

SECTION 2. ANNUAL MEETING: The annual meeting of members shall be held on the second Thursday of November each year, unless the Directors designate another date and notice is given to members.

SECTION 3. SPECIAL MEETINGS: A special meeting of the members may be called at any time by any of the following: the Directors, the President, or ten or more members.

SECTION 4. QUORUM: 50% plus one of the Directors or general membership shall constitute a quorum for the transaction of business at their respective meetings.

SECTION 5. VOTING: All memberships in good standing shall be entitled to one vote, except family memberships, which shall be entitled to a maximum of two votes. All voters must be 18 years or older. Voting may be by voice or ballot, except that the election of Directors shall be by ballot.

SECTION 6. RULES OF ORDER: *Robert's Rules of Order* shall be general guidelines for conducting business proceedings at all meetings.

## ARTICLE VI: ELECTION OF DIRECTORS

SECTION 1. NOMINATING COMMITTEE: The president shall appoint a committee to select qualified candidates for election to the Board of Directors at least 60 days prior to the date of any such election. The committee shall make its report at least 30 days prior to the election. The Secretary shall forward to each member a list of candidates nominated and the scheduled election date.

SECTION 2. NOMINATIONS BY MEMBERS: Nominations from members need to be received in writing by the Nominating Committee at least 30 days prior to the election.

## ARTICLE VII: DIRECTORS

SECTION 1. POWERS: (A) GENERAL CORPORATE POWERS. Subject to the provisions of the California Nonprofit Public Benefit Corporation Law and any limitations in the Articles of Incorporation or these By-Laws relating to action required to be approved by the members, the Directors shall formulate the policies of the Association and shall direct its activities.

(B) SPECIFIC POWERS: Without prejudice to these general powers and subject to the same limitations, the Directors shall have the power to: 1) select and/or remove all powers and duties of the Directors that are consistent with law, the Articles of Incorporation, and these By-Laws.

(C) DEFERRING TO MEMBERS: The Directors may, at their option, submit any matter to a vote of the general membership.

SECTION 2. NUMBER AND QUALIFICATIONS: (A) The authorized number of Directors shall not exceed 15. Directors shall be residents of the State of California and members of the Association. Directors may not be employees of the Department of Parks and Recreation. Only one member of a household may serve as a Director at any one time.

(B) No Person, entity, business, or concessionaire that is in direct or implied competition for the products and services that The Gold Discovery Park Association provides shall run for any position on the Gold Discovery Park Association Board of Directors. This includes any items close in relation or directly related to what is available in the Gold Rush Mercantile. The Gold Discovery Park Association reserves the right to change the

parameters of the scope as The Gold Discovery Park Association provides additional products and services. (revised 01.06.07)

SECTION 3. ELECTION AND TERM OF OFFICE: Directors shall be elected at each annual meeting, to hold office beginning January 1, for a term of two (2) years and thereafter until successors have been elected. If an annual meeting is not held or the Directors are not elected at an annual meeting, they may be elected at a special members' meeting held for that purpose. Directors shall be elected on a staggered term basis, one-half elected each year.

SECTION 4. VACANCIES: (A) CAUSES. A vacancy shall be deemed to exist on the occurrence of the following: 1) The death, resignation, or removal of any Director; 2) The unexcused absence by a Director of three or more consecutive meetings; 3) The vote of the members to remove a Director; 4) The increase of the authorized number of Directors; 5) The failure of the members to elect the number of Directors needed to fill all vacancies.

(B) RESIGNATIONS. Any Director may resign his or her seat on the board at any time by giving written notice to either the President or Directors. Resignation shall be effective upon receipt of notice unless designated otherwise. The Directors may elect a successor to take office when the resignation becomes effective and to serve until expiration of the term. No Director may resign when the Association would then be left without a duly elected Director in charge of its affairs.

(C) VACANCIES FILLED BY MEMBERS. The members may elect a Director or Directors at any time to fill a vacancy not filled by the Directors.

(D) REDUCTION OF NUMBER OF DIRECTORS. No reduction of the authorized number of Directors shall have the effect of removing any Director before that term of office expires.

SECTION 5. MEETINGS. Regular meetings of the Directors shall be held at times and places set by the Directors. Special meetings for any purpose may be called at any time by the President or any two (2) Directors.

SECTION 6. ACTION WITHOUT MEETING. Any action required by the Directors may be taken without a meeting if all Directors consent to that action. Such consent shall be documented and filed with the minutes of the proceedings of the Directors' meetings.

## ARTICLE VIII: OFFICERS

SECTION 1. OFFICERS: The officers of the Association shall be a President, a Vice-President, a Recording Secretary, and a Treasurer. The Directors may appoint any other officers that the business of the Association may require. Eligibility for election shall be limited to members of the Board.

SECTION 2. ELECTION OF OFFICERS. The officers of the Association shall be chosen by the Directors at their January meeting and shall serve for a term of one (1) year.

SECTION 3. RESIGNATION OF OFFICERS: Any officer may resign his or her office at any time by giving written notice to the Directors. Resignation shall be effective upon receipt of notice unless designated otherwise. Acceptance of the resignation shall not be necessary to make it effective, unless specified in the notice.

SECTION 4. RESPONSIBILITIES OF OFFICERS: (A) PRESIDENT. The President shall preside at meetings of the membership and Directors and exercise and perform such other powers and duties as may be from time to time assigned by Directors or prescribed by the By-Laws. The President shall, subject to the control of the Directors, generally supervise, direct, and control the business and the officers of the Association. The President shall have the authority to execute contracts binding the Association, or delegate this authority to the Vice President, Secretary, Treasurer, or Executive Director. The President may authorize the expenditure and co-sign with the Treasurer, checks of the Association for funds necessary for the operation of the Association.

(B) VICE PRESIDENT. In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of the President.

(C) RECORDING SECRETARY. The Recording Secretary shall keep, or cause to be kept, a book of minutes of all meetings. The Recording Secretary shall keep, or cause to be kept at the Association offices, records of the Association members, showing names, addresses, and the class of membership held by each. The Recording Secretary shall give, or cause to be given, notice of all meetings of the members and Directors required

by these By-Laws. The Recording Secretary shall have such other powers and perform such other duties as may be prescribed by the Directors or these By-Laws.

(D) TREASURER. The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Association, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director during normal business hours. The Treasurer shall deposit all money and other valuables in the name of and to the credit of the Association with such depositories as may be designated by the Directors. The Treasurer shall disburse the funds of the Association as may be ordered by the Directors. The Treasurer shall render to the President and Directors, when they request it, an account of all transactions as Treasurer, and of the financial condition of the Association; and shall have other powers and perform such other duties as may be prescribed by the Directors or by these By-Laws. The Treasurer shall make no disbursements of the Association funds, other than approved budgeted items, without the authorization of the Directors. All checks drawn by the Association shall be signed by two of the following: the President, Vice-President, Treasurer, and the Executive Director. The Treasurer shall submit an annual financial report of receipts and expenditures to the Department of Parks and Recreation through the Board of Directors at the end of the calendar year. The Directors may require the Treasurer to be bonded.

(E) EX-OFFICIO A President emeritus shall be an ex-officio member of the board for a term of one year following service as President. The ex-officio shall be permitted to sit as a member of the board and shall be allowed to take part in the deliberations brought before it and to present and vote on motions, amendments, and resolutions at such meetings as the person attends. (revised 01.06.07)

## ARTICLE IX: RECORDS AND REPORTS

SECTION 1. INSPECTION OF CORPORATE RECORDS: The State Park system shall be duly authorized to audit the records, review the internal controls of the business

operations, and to evaluate the benefits occurring to the State Park System from its cooperation with the Association.

SECTION 2. ANNUAL REPORT: The Treasurer shall provide to the Directors, and to those members who request it in writing, within 120 days of the close of its fiscal year, a report containing the following information in reasonable detail: a) The assets and liabilities, including the trust funds, of the Association as of the end of the fiscal year; b) The principal changes in assets and liabilities, including trust funds, during the fiscal year; c) The revenue or receipts of the Association, both unrestricted and restricted to particular purposes, for the fiscal year; d) The expenses or disbursements of the Association during the fiscal year for both general and restricted purposes; e) Any information required by the California Corporation Code Section 6322.

ARTICLE X: RELATIONS WITH STATE DEPARTMENT OF PARKS AND  
RECREATION

The Association's operations in Marshall Gold Discovery State Historic Park are dependent upon execution of a formal contract with the California Department of Parks and Recreation for that purpose.

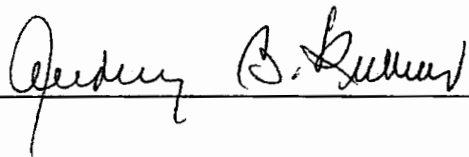
ARTICLE XI. AMENDMENTS

By-Laws may be adopted, amended, or repealed by a three-quarters (3/4) vote of the Directors.

CERTIFICATE OF SECRETARY

I, the Undersigned, certify that I am presently Secretary of the Gold Discovery Park Association, a California Nonprofit Public Benefit Corporation, and that the above By-

Laws consisting of eight (8) pages are the By-Laws of this corporation as adopted by the Board of Directors at a meeting held on January 6, 2007.



Secretary, GDPA