



State of California
Secretary of State

I, BRUCE McPHERSON, Secretary of State of the State of California, hereby certify:

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



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

NOV 17 2005

BRUCE McPHERSON
Secretary of State

COPY

2592432

ENDORSED - FILED
In the office of the Secretary of State
of the State of California

NOV 15 2005


ARTICLES OF INCORPORATION OF
CAMP PENDLETON HISTORICAL SOCIETY, Inc.
A California Nonprofit Public Benefit Corporation

I.

The name of the corporation is Camp Pendleton Historical Society, Inc.

II.

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

Richard B. Rothwell


III.

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.

IV.

The specific purposes of the corporation are:

A. The discovery, preservation and sharing of the history of Camp Pendleton and of Rancho Margarita y Las Flores; and

B. Support for the Camp Pendleton Marine Corps Base, Camp Pendleton historical programs and Command Museums, including but not limited to the Rancho Margarita y Las Flores, The Mechanized Museum, and the World War II Tracked Vehicle Museum; and

C. Receive, maintain and accept, as assets of the corporation, any property, whether real, personal or mixed, by way of gift, bequest, devise or purchase, from any person, company, trust or charitable organization, to be held, administered and disposed of in accordance with and pursuant to the provisions of these Articles of Incorporation. However, no gift, bequest,

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devise or purchase of any property shall be accepted or received if it is conditioned or limited in a manner that requires the disposition of income or principal to any organization other than a "charitable organization" or for any other purpose other than "charitable purposes" within the meanings for those terms as defined in these Articles of Incorporation, or which would jeopardize the Federal Income Tax exemption of this corporation pursuant to Section 501 (c) (3) of the U. S. Internal Revenue Code and its associated regulations (hereinafter "the IRC").

V.

The corporation shall hold and manage all property received and accepted by it to be administered hereunder, and shall pay over, transfer, distribute, administer, or otherwise deal with the principal and income thereof, in such manner or manners, and at such time or times, as in the judgment of the Board of Directors of the corporation shall be suited to carrying out the foregoing purposes. Included in these actions by the corporation but not by way of limitation are these actions: acquisition of property by purchase, gift, rental or otherwise and the management, care, sale or lease or other disposition of personal or real property and the acceptance of services or the provision of services and the employment of professional staff. Provided however, that no part of any of the property of the corporation or the earnings therefrom shall inure to the benefit of or be payable to or for the benefit of any director, trustee, officer or member of the corporation. No substantial part of the activities of the corporation shall be the carrying on of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in the IRC. The corporation shall not participate in or attempt to influence any election or political campaign on behalf of any candidate for public office.

VI.

In the event of the dissolution of this corporation to the extent allowed by applicable law, and after paying or adequately providing for the debts, obligations and liabilities of the corporation, all of the remaining assets of the corporation shall be distributed to another organization whose purposes are the same or similar to those of this corporation. If it is impractical to carry out the distribution of assets in accordance with the foregoing sentence, then the distribution shall be to one or more organizations whose purposes are exclusively religious, charitable, scientific, literary or educational and which organizations are tax exempt under the IRC. The above described distributions are to be directed by this corporation's Board of Directors. In the event the Board of Directors fails to act in the manner provided within a reasonable time, a judge of the Superior Court of San Diego County shall make such distribution upon the application of one or more persons having a real interest in the corporation or its assets.

VII.

In these Articles of Incorporation and in any amendments thereto, the term "charitable organization" shall mean a corporation, trust, fund, foundation or other organization created or organized in the United States and operated exclusively for charitable purposes, no part of the net earnings of which inures or is payable to or for the benefit of any director, trustee, officer, private shareholder, or member of said charitable organization. In addition, such charitable organization must not engage in lobbying, propaganda or otherwise attempt to influence legislation or support candidates for election to public office. To be considered a charitable organization under this Article, the organization must be tax exempt pursuant to the IRC.

VIII.

In these Articles of Incorporation and in any amendments thereto, the term "charitable purposes" shall mean, and shall be limited to and shall only include religious, charitable, scientific, literary or educational purposes within the meaning of the IRC.

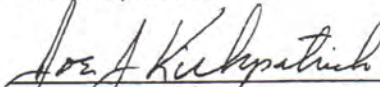
IX.

As means for accomplishing the purposes of this corporation, the corporation shall have the following additional powers:

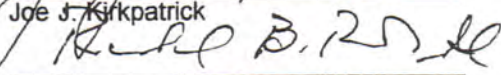
- A. Adopt, amend and alter by-laws of the corporation which shall govern its internal affairs; and
- B. Elect and appoint officers, agents and employees consistent with said by-laws and these Articles of Incorporation and not in violation of any state law; and
- C. Borrow money and if necessary, execute bonds, debentures, promissory notes, bills of exchange, and other obligations of the corporation for moneys borrowed or in payment for property acquired for any of the purposes of the corporation. If necessary, the corporation may execute mortgages, deeds of trust or other similar instruments to secure the payment of its obligations; and
- D. Invest and/or reinvest its funds in such stock (common or preferred) bonds, debentures, mortgages or in such other securities and property as may be provided in the by-laws of the corporation, subject to the limitations and conditions contained in any bequest, devise, grant or gift, provided such limitations or conditions are not in conflict with the IRC; and
- E. Exercise such other powers that are now or hereafter may be conferred by law upon a corporation organized for the purposes contained in these Articles of Incorporation, or as are reasonably necessary to carry out the purposes of the corporation. However, the only powers the corporation may exercise shall be those that are consistent with the IRC.

Dated: 13 Nov 2005

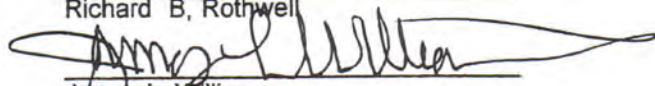
The Incorporators:



Joe J. Kirkpatrick



Richard B. Rothwell



James L. Williams



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