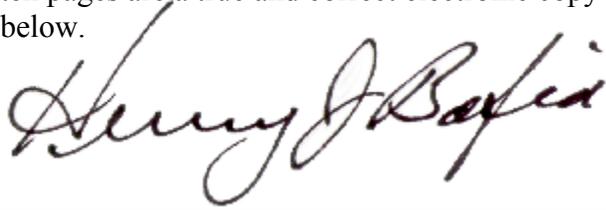


I, Henry J. Bafia, Secretary of Sacramento Valley Astronomical Society certify that the attached ten pages are a true and correct electronic copy of the Articles of Incorporation as defined below.



Henry J. Bafia

September 5, 2003

Date:

State of California



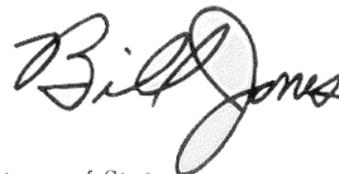
SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 10 page(s) was prepared by and in this office from the record on file, 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

MAR 08 2001



Secretary of State

STATE OF CALIFORNIA)
 (ss
COUNTY OF SACRAMENTO)

On June 9 , 1951, before me **F. H. WITTPEN**

personally appeared Carl W. Anderson and Elizabeth Champ,
known to me to be the President and the Secretary of the
Corporation that executed the within instrument and
acknowledged to me that such corporation executed the same.



Notary Public in/and for
the
County of Sacramento

My Commission Expires April 15 1953

AFFIDAVIT

STATE OF CALIFORNIA) ss:
County of Sacramento

On this 20 day of June, 1951, before me, Helen Higgins, a Notary Public in and for the said County and State, residing therein, duly commissioned and sworn, personally appeared Carl W. Anderson and Elizabeth Champ, who, being sworn, each for himself, deposes and says: That the said Carl W. Anderson is the President of Sacramento Valley Astronomical Society and that the said Elizabeth Champ is the Secretary of the Sacramento Valley Astronomical Society. That Sacramento Valley Astronomical Society is an unincorporated association and that said association has duly authorized its incorporation. That Carl W. Anderson and Elizabeth Champ have executed these articles of incorporation in their official capacity and by authority of such association.

Carl W. Anderson
Elizabeth Champ

Subscribed and sworn to before me
this 20 day of June, 1951.

Helen Higgins
Notary Public in and for said
County and State



STATE OF CALIFORNIA
OFFICE OF
Franchise Tax Board
SACRAMENTO 14
June 11, 1951

The Sacramento Valley Astronomical
Society
c/o Carl W. Anderson
2581 Avalon Drive
Sacramento, 15, California

Gentlemen:

Re: Exemption From Franchise Tax

The claim submitted by your organization for exemption from taxation under the Bank and Corporation Franchise Tax Act is approved. Annual franchise tax returns need not be filed unless the character of the organization, its purposes, methods of operation, sources of income, or methods of distribution of its income, be changed. Changes in any of these particulars must be reported promptly to this department.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire within thirty days unless incorporation or qualification is completed within such period.

Very truly yours

FRANCHISE TAX BOARD
John J. Campbell
Executive Officer

By

A handwritten signature in cursive script, appearing to read "Milton A. Huot".

Milton A. Huot.
Associate Tax Counsel

MAD: aeb

cc - Secretary of State
cc - P. Russell

A75037

255002

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED

In the office of the Secretary of State
of the State of California

MAR - 7 1968

FRANK M. JORDAN, Secretary of State

By

ERNEST SCHNEIDER and PEARL ROHRKE certify:

1. That they are the president and secretary, respectively, of the SACRAMENTO VALLEY ASTRONOMICAL SOCIETY, a California corporation.
2. That at a meeting of the directors of the said corporation, duly held at Sacramento, California, on December 7, 1967, the following resolution was adopted:

"RESOLVED: That Article II of the articles of incorporation of this corporation be amended to read as follows:

'The purposes for which this corporation is formed are:

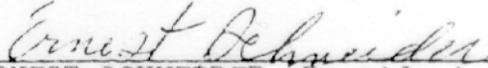
To foster interest in astronomy, to encourage and assist members and interested persons in the study of astronomy and in the making and use of astronomical instruments, to make astronomical observations, and to sponsor and carry on astronomical observation programs.'

"RESOLVED: That Article VII be added to the articles of incorporation said Article VII to read as follows:

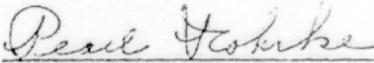
'This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, education and scientific purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after the payment of, or the provisions for the payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, corporation or public body, which is organized and operated exclusively for charitable, educational and/or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Sections 214 and 23701d of the Revenue and Taxation Code, and whose property, assets, profits and net income are irrevocably dedicated to charitable, education and scientific purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court in the county in which this corporation's principal office is located, upon petition by the Attorney General or any person concerned in the liquidation' ".

3. That at a meeting of the members of said corporation, duly held at Sacramento, California, on January 20, 1968, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.

4. That the number of members who voted affirmatively for the adoption of said resolution is 48, and that the number of members constituting a quorum is 7.

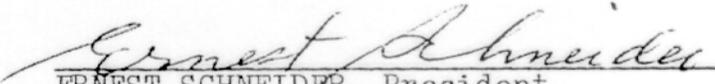


ERNEST SCHNEIDER, President

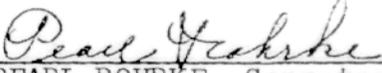


PEARL ROHRKE, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Sacramento, California, on March 4, 1968.



ERNEST SCHNEIDER, President



PEARL ROHRKE, Secretary

A84997

255002

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

CERTIFICATE OF AMENDMENT ^{MAY 1 1969}
OF FRANK M. JORDAN, Secretary of State
ARTICLES OF INCORPORATION

By *Frank M. Jordan*
Deputy

MARTIN C. ROHRKE AND PEARL ROHRKE certify:

1. That they are the president and secretary, respectively, of the Sacramento Valley Astronomical Society, a California corporation.
2. That at a meeting of the directors of the said corporation, duly held at Sacramento, California, on April 4, 1969, the following resolution was adopted.

"RESOLVED: That Article VII of the Articles of Incorporation of this corporation be amended to read as follows:

This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable or scientific purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after the payment of, or the provisions for the payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation, corporation or public body, which is organized and operated exclusively for charitable or scientific purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code and Section 214 and 23701d of the Revenue and Taxation Code, and whose property, assets, profits and net income are irrevocably dedicated to charitable or scientific purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court in the county in which this corporation's principal office is located, upon petition by the Attorney General or any person concerned in the liquidation' ".

3. That at a meeting of the members of said corporation, duly held at Sacramento, California, on April 19, 1969, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.
4. That the number of members who voted affirmatively for the adoption of said resolution is 43, and that the number of members constituting a quorum is 7.

Martin C. Roerke

MARTIN C. ROERKE, President

Pearl Roerke

PEARL ROERKE, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Sacramento, California, on April 21, 1969.

Martin C. Roerke

MARTIN C. ROERKE, President

Pearl Roerke

PEARL ROERKE, Secretary

CERTIFICATE OF AMENDMENT
OF

SEP 22 1988

ARTICLES OF

March Fong Eu
MARCH FONG EU, Secretary of State

RICHARD MARASSO, MARK UITTI

1. That they are the President and Secretary, respectively of Sacramento Valley Astronomical Society, a California corporation.

2. That at a meeting of the directors of the said corporation, duly held at Sacramento, California on September 17, 1988 the following resolution was adapted:

"RESOLVED: That Article II of the articles of incorporation of this corporation be amended to read as follows

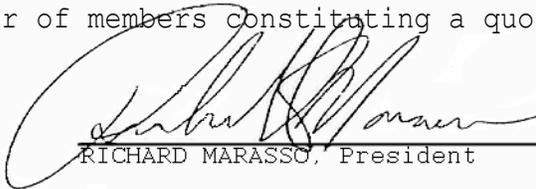
'The purposes for which this corporation is formed are charitable, educational and/or scientific as follows: To foster interest in astronomy, to encourage and assist members and interested persons in the study of astronomy and in the making and use of astronomical instruments, to make astronomical observation, and to sponsor and carry on astronomical observation programs.'

"RESOLVED: That Article VII be amended to read as follows:

'This corporation is not organized, nor shall it be operated for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends to the members thereof and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, educational and scientific purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the profits or net income of this corporation shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after the payment of, or the provisions for the payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, corporation or public body, which is organized and operated exclusively for charitable, educational and/or scientific purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, and whose property, assets, profits and net income are irrevocably dedicated to charitable, educational and scientific purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court in the county in which this corporation's principal office is located, upon petition by the Attorney General or any person concerned in the liquidation'".

3. That at a meeting of the members of said corporation duly held at Sacramento, California, on September 17, 1988, a resolution was adapted and the wording of the amended article as set forth in the member' resolution is the same as that set forth in the directors' resolution in paragraph 2 of this certificate.

4. That the number of members who voted affirmatively for the adoption of said resolution is 73, and that the number of members constituting a quorum is 7.

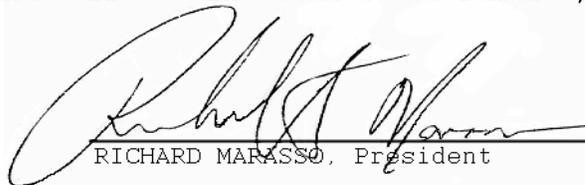


RICHARD MARASSO, President



MARK UITTI, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Sacramento, California, on September 17, 1988.



RICHARD MARASSO, President



MARK UITTI, Secretary