

ARTICLES OF INCORPORATION
OF
LA LECHE LEAGUE OF SOUTHERN CALIFORNIA, INC.

I. NAME

The name of the corporation is: LA LECHE LEAGUE OF SOUTHERN CALIFORNIA, INC.

II. PURPOSES

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 public and charitable purposes.

The public and charitable purposes of the corporation are:

(a) The primary purpose is offering information, encouragement and moral support to those women who wish to breastfeed their babies, and, by so doing, fostering good mothering through breastfeeding; and by accumulating and distributing information to support good breastfeeding practices; and by offering experience, information and service to interested professional and lay persons; and by adhering to the principles of the Bylaws and Standing Rules/Policy Book of La Leche League International, Inc., a general nonprofit corporation organized and existing under the laws of the State of Illinois.

(b) To engage in other conduct and exercise such other powers as are consistent with and in furtherance of the above powers and as are consistent with these Articles of Incorporation and the laws of the State of California under which this corporation is incorporated.

III. INITIAL AGENT FOR SERVICE OF PROCESS

The name and address of the initial agent of the corporation for service of process is as follows:

JOYCE WASHINGTON
5969 Havilland Lane
Riverside, CA 92504

IV. BYLAW PROVISIONS

(a) Directors. The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

(b) Members. The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues and assessments and the method of collection, and the termination and transfer of membership shall be as stated in the Bylaws.

V. DEDICATION AND DISSOLUTION

(a) The property of this corporation is irrevocably dedicated to charitable and public purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

(b) On the dissolution or winding up of the corporation, its assets remaining after payment of, 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 and public purposes and which

has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

(c) If this corporation holds any assets on trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

VI. LIMITATION ON CORPORATE ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate or intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

VII. DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the Corporation shall be subject to the following limitations and restrictions:

(a) The Corporation shall distribute its income for each taxable year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code of 1954.

(b) The Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code of 1954.

(c) The Corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code of 1954.

(d) The Corporation shall not make any investments in such manner as to subject it to tax under Section 4944 of the Internal Revenue Code of 1954.

(e) The Corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code of 1954.

VIII. LIMITATION ON ADOPTION, AMENDMENT OR REPEAL OF BYLAWS

1. Except as otherwise provided by law, any adoption, amendment or repeal of bylaws that requires the vote or consent of the Directors shall require the vote or written consent of two-thirds (2/3) or more of the Directors then holding office.

2. Except as otherwise provided by law, any adoption, amendment or repeal of the bylaws of the corporation shall require the written consent of the president or secretary of LA LECHE LEAGUE INTERNATIONAL, INC., an Illinois General Nonprofit Corporation.

IX. LIMITATION ON AMENDMENT OF ARTICLES

1. Except as otherwise provided by law, any amendment of articles that requires the vote or consent of the Directors shall require the vote or written consent of two-thirds (2/3) or more of the Directors then holding office.

2. Except as otherwise provided by law, any amendment of the articles of the corporation shall require the written consent of the president or secretary of LA LECHE LEAGUE INTERNATIONAL, INC., an Illinois General Nonprofit Corporation.