

**AMENDED and RESTATED  
ARTICLES of INCORPORATION**

**ORGANIZATION OF WOMEN ARCHITECTS AND DESIGN PROFESSIONALS**  
a California Non-Profit Public Benefit Corporation

**ARTICLE I: NAME OF CORPORATION**

1. The name of the corporation is the Organization of Women Architects and Design Professionals.

**ARTICLE II: PURPOSE OF CORPORATION**

2. This corporation is a nonprofit public benefit corporation, is not organized for the private gain of any person, and is organized under the Nonprofit Public Benefit Corporation Law for public and charitable purposes.

3. The specific purposes of this corporation shall be (i) to initiate and carry out activities to improve the professional standing of women in architecture and related fields, to increase the number of women architects, and to increase public interest in and awareness of women within the architectural profession and related fields; (ii) to improve the study and practice of architecture and related fields, to inform and educate the public about the environment and environmental issues, and to increase public interest in and awareness of the architectural and related professions and in the responsibilities of these professions in the design of the environment; (iii) to promote contact among the members of the corporation and between those members and other persons and groups; and (iv) to carry on other charitable and educational activities associated with this goal as allowed by applicable law.

4. This corporation is organized exclusively for charitable or educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law or regulation ("Federal Tax Law"). Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future Federal Tax law, or (ii) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future Federal Tax Law.

**ARTICLE III: TAX-EXEMPT STATUS OF CORPORATION**

5. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)(9)), and this corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office (including publishing or distributing statements) .

6. All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

7. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable or educational purposes, if that organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future Federal Tax Law) and has established its tax-exempt status under Revenue and Taxation Code §23701d (or the corresponding section of any future California revenue and tax law) and satisfies the requirements of Revenue and Taxation Code §214.

8. The corporation (i) will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code §4942 or by corresponding provisions of any future Federal Tax Law; (ii) will not engage in any act of self-dealing as defined in Internal Revenue Code §4941(d) or in corresponding provisions of any future Federal Tax Law; (iii) will not retain any excess business holdings as defined in Internal Revenue Code §4943(c) or in corresponding provisions of any future Federal Tax Law; (iv) will not make investments in a manner that would subject it to tax under Internal Revenue Code §4944 or under corresponding provisions of any future Federal Tax Law; and (v) will not make any taxable expenditures as defined in Internal Revenue Code §4945(d) or in corresponding provisions of any future Federal Tax Law.

Dated: \_\_\_\_\_, 2009

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