ARTICLES OF INCORPORATION
OF
MIT CLUB OF SOUTHERN CALIFORNIA
A NONPROFIT PUBLIC BENEFIT CORPORATION

ARTICLE 1.
NAME

The name of this corporation is MIT Club of Southern California (the “Club”).

ARTICLE 2.
STATUS; NO MEMBERS

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 and educational purposes.

b. This corporation shall have no members within the meaning of California Corporations Code Sections 5056 and 5310. Nevertheless, the corporation shall limit participation on its Board of Directors to “Club Members.” Persons eligible for club membership (“Eligible Persons”) shall be only those persons who are alumni and alumnae of the Massachusetts Institute of Technology (the “Institute” or “MIT”), other persons who have studied, researched, or taught at least one term at the Institute, and parents of current students at MIT. Eligible Persons shall become Club Members upon payment of annual dues as required by the Bylaws of the Club. Current students and their parents shall be eligible for club membership without payment of dues.

ARTICLE 3.
AIMS AND OBJECTIVES; PURPOSES; ACTIVITIES

a. The objectives of the Club are to bring together the former students and faculty of MIT residing in the Club Territory and to promote the objectives and interests of the Institute.

b. This corporation is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), including for such purposes the making of distributions to other organizations that qualify as exempt organizations under said Section 501(c)(3).
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.

d. The specific purposes for which the Club is organized are to:

i. Develop and sponsor activities for the alumni and alumnae of MIT, their families and friends, parents of students, and others who work or reside in the Club Territory.

ii. Provide a communications link between alumni and alumnae and MIT for a maximum flow of ideas, information, and services, and inform alumni and alumnae about MIT’s changing academic programs, residential environment, and extracurricular activities.

iii. Encourage alumni and alumnae in financial support of MIT, broad participation in alumni and alumnae activities, and alumni and alumnae involvement in MIT-related volunteer activities.

iv. Cooperate with MIT in recruiting students and promoting its reputation.

ARTICLE 4.
TERRITORY

The territorial limits of the Club shall be coincidental with the Southern California area as defined by the Association of Alumni and Alumnae of MIT in Cambridge, and may be adjusted from time to time by said association. The Principal Office of the Club shall be in Southern California and the Club will hold its meetings and conduct its activities in Southern California or elsewhere as the Board may select.

ARTICLE 5.
AGENT FOR SERVICE

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

RONALD W. LYSTER
1901 Avenue of the Stars
Eleventh Floor
Los Angeles, California 90067
ARTICLE 6.
DEDICATION OF PROPERTY TO CHARITABLE PURPOSES

The property of this corporation shall be 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 or officer thereof or to the benefit or any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provisions for payment, of all its debts and liabilities, 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 Code, as amended.

ARTICLE 7.
INDEMNIFICATION OF OFFICERS AND DIRECTORS

a. To the fullest extent permitted by law, this corporation shall indemnify its directors, officers, employees, and other persons described in Corporations Code section 5238(a), including persons formerly occupying any such positions, against all expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any “proceeding,” as that term is used in that section, and including an action by or in the right of the corporation, by reason of the fact that the person is or was a person described in that section. “Expenses,” as used in this bylaw, shall have the same meaning as in that section of the Corporations Code.

b. On written request to the board by any person seeking indemnification under Corporations Code section 5238(b) or section 5238(c), the board shall promptly decide under Corporations Code section 5238(e) whether the applicable standard of conduct set forth in Corporations Code section 5238(b) or section 5238(c) has been met and, if so, the board shall authorize indemnification.

c. To the fullest extent permitted by law and except as otherwise determined by the board in a specific instance, expenses incurred by a person seeking indemnification under this Article 7 in defending any proceeding covered hereby shall be advanced by the corporation before final disposition of the proceeding, on receipt by the corporation of an undertaking by or on behalf of that person that the advance will be repaid unless it is ultimately found that the person is entitled to be indemnified by the corporation for those expenses.

d. This corporation shall have the right (but not the obligation) to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, to cover any liability asserted against or incurred by any officer, director, employee, or agent in such capacity or arising from the officer’s, director’s, employee’s, or agent’s status as such.
ARTICLE 8.
AMENDMENTS OF ARTICLES

These Articles may be amended only by the written consents of no less than a majority of those serving on the Board of Directors of the corporation.

Dated: __________, 2006

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RONALD W. LYSER, Incorporator