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**ENDORSED
FILED**

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

SEP 27 1977

MARCH FONG EU, Secretary of State

Rose Mary Machado
Deputy

ARTICLES OF INCORPORATION

of

MILPITAS CONNECTION, INC.

I.

The name of this corporation shall be

MILPITAS CONNECTION, INC.

II.

This corporation is formed for the specific and primary purpose of assisting in the preparation and of disseminating and distributing to the citizens of Milpitas, California, a newsletter concerning the activities of the government of the City of Milpitas and instructing the public on subjects beneficial to the community.

III.

This corporation shall have and exercise all rights and powers conferred on nonprofit corporations under the laws of the State of California, including the power to contract, rent, buy or sell personal or real property provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

IV.

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.

IV.

This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California.

V.

The principal office for the transaction of the business of this corporation is located in the County of Santa Clara, California.

VI.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>NAME</u>	<u>ADDRESS</u>
Robert E. Browne	1528 Saratoga Ave., Milpitas, California
Robert H. Livengood, Jr.	233 Rodriguez Ave., Milpitas, California
Peter A. McHugh	1176 Stardust Way, Milpitas, California
Jack L. Wach	2115 Mesa Verde Drive, Milpitas, California
James Rodgers	184 Smithwood Street, Milpitas, California
John Maltbie	2223 Mesa Verde Dr., Milpitas, California
James P. Connolly	1955 Crater Lake Ave., Milpitas, California

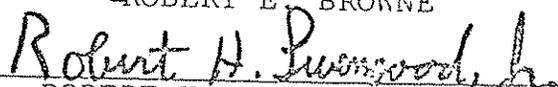
VII.

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 educational 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 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 educational purposes and which has established its tax exempt status under Section 501(c) (3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code or to the federal government or to a state or local government for public purposes. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefor by Attorney General or by any person concerned in the liquidation.

IN WITNESS WHEREOF, the Undersigned, being the persons named in the Articles to act in the capacity of directors, have executed these Articles of Incorporation.



ROBERT E. BROWNE



ROBERT H. LIVENGOOD, JR.

Peter A. Mc Hugh

 PETER A. MC HUGH

Jack L. Wach

 JACK L. WACH

James Rodgers

 JAMES RODGERS

John Maltbie

 JOHN MALTBIE

James P. Connolly

 JAMES P. CONNOLLY

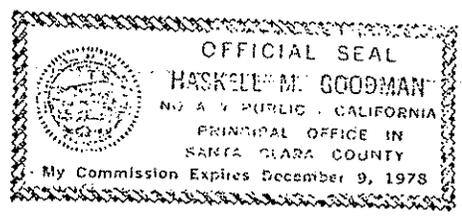
STATE OF CALIFORNIA)
) ss.
 COUNTY OF SANTA CLARA)

On this 16th day of August, 1977, before me, HASKELL M. GOODMAN, a Notary Public, State of California, duly commissioned and sworn, personally appeared ROBERT E. BROWNE, ROBERT H. LIVENGOOD, JR., PETER A. MC HUGH, JACK L. WACH, JAMES RODGERS, JOHN MALTBIE known to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the Santa Clara County of California the day and year in this certificate first above written.

Haskell M Goodman

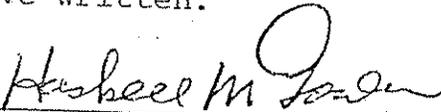
 NOTARY PUBLIC, STATE OF CALIFORNIA
 (HASKELL M. GOODMAN)



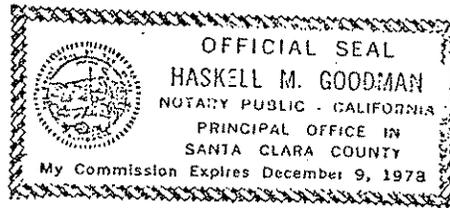
STATE OF CALIFORNIA)
) ss.
COUNTY OF SANTA CLARA)

On this 10 day of August, 1977, before me, HASKELL M. GOODMAN, a Notary Public, State of California, duly commissioned and sworn, personally appeared JAMES P. CONNOLLY, known to me to be the person whose name is subscribed to the within instrument and he acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the Santa Clara County of California the day and year in this certificate first above written.



HASKELL M. GOODMAN, NOTARY PUBLIC
STATE OF CALIFORNIA



BY-LAWS
of
MILPITAS CONNECTION, INC.

ARTICLE I.

The principal office of the corporation shall be located in the City of Milpitas, County of Santa Clara, State of California, at such place or places as the Board of Directors shall from time to time determine.

ARTICLE II.

Section 1. This organization shall be governed by a Board of Directors of seven (7) members, five (5) of whom shall be the members concurrently sitting as the City Council of the City of Milpitas, hereinafter referred to as the councilmember directors, and two (2) of whom shall be appointed by, and serve at the pleasure of, a majority vote of the five (5) councilmember directors.

Section 2. Whenever a councilmember director ceases to be a member of the City Council of the City of Milpitas, such councilmember director shall automatically cease to be a member of the Board of Directors and be replaced by such councilmember director's successor on the City Council of the City of Milpitas.

Section 3. The Board of Directors shall meet annually, on the second Tuesday after the first Monday in March, and at such other regular meetings during the year as the Board of Directors may determine. Special meetings of the Board of Directors shall be called by the President, whenever the President shall deem it necessary, or by written notice signed by five (5) members of the Board of Directors. Notice of regular and special meetings shall be mailed at least three (3) days prior to the meeting date.

Section 4. Members of the Board of Directors shall receive no compensation for their services to the corporation. Members of the Board of Directors shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE III.

MEMBERSHIP:

Section 1. There shall be one class of members, consisting of the members of the Board of Directors.

Section 2. As the membership of the corporation and the membership of the Board of Directors are coextensive, there shall be no separate and distinct property, voting or other rights and privileges of the members of the corporation, except as may be required by law.

Section 3. All meetings of the Board of Directors shall serve as concurrent meetings of the members of the corporation.

Section 4. The members of the corporation shall pay no dues and no assessments. The members of the corporation shall not be personally liable for the debts, liabilities or obligations of the corporation.

ARTICLE IV.

OFFICERS

Section 1. The officers of this corporation shall be a President, a Vice-President, a Secretary, a Treasurer and such subsidiary officers as shall be appointed by the Board of Directors. All officers shall be selected, and may be removed, by a majority vote of the Board of Directors. Officers shall serve one year terms, or until their successors are selected at the next annual meeting of the Board of Directors. Any vacancies may be filled by a majority of the Directors.

Section 2. The President shall be the chief executive officer of this corporation; shall preside at all meetings of the Board of Directors and of the members; shall see that all orders and resolutions of the Board of Directors are carried out; by direction of the Board the President shall execute all bonds, mortgages and all contracts of this corporation, affixing the corporate seal thereto; shall have general superintendence and direction of all other officers of this corporation and see that their duties are properly performed; shall submit a report of the operations of the corporation for the fiscal year to the membership at the Annual Meeting, and from time to time, shall report to the Board of Directors all matters within his/her knowledge

that may affect this corporation; the President shall be ex officio a member of all standing committees; and shall appoint all committees, except as herein otherwise provided.

Section 3. The Vice President shall be vested with all powers, and shall perform all the duties of, the President during the absence of the latter, and shall have such other duties as may, from time to time, be determined by the Board of Directors. In the event the President shall be absent from any meeting, the Vice-president shall preside.

Section 4. The Secretary shall attend all sessions of the Board of Directors and of the members, and shall act as a clerk thereof; shall record all votes and minutes of all proceedings in a book to be kept for that purpose; shall send notices of all proceedings in a book to be kept for that purpose; shall send notices of all meetings to the members of the Board of Directors and conduct all necessary Board correspondence; and the Secretary shall be the custodian of the corporate seal and all of the books and records of the corporation, except as may be otherwise provided.

Section 5. The Treasurer, under the direction of the Board of Directors, shall have charge of funds of the corporation; shall deposit or designate someone to deposit these funds in the name of the corporation in depositories designated by the Board of Directors; and shall authorize the payment of all vouchers or orders, properly authorized by the Board of Directors.

ARTICLE V.

Standing Committees

There shall be such standing committees as from time to time shall be determined by the Board of Directors.

ARTICLE VI.

Action of Board of Directors
Without a Meeting

Pursuant to the provisions of Section 9503.1 of the Corporations Code of the State of California, any action required or permitted to be taken by the Board of Directors under any provision of Division 2 of Title I of the Corporations Code may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the Minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as a unanimous vote of such Directors. Any certificate or other document filed under any provision of said Division 2, Title I which relates to action so taken, shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting and that the By-laws authorize the Directors to so act.

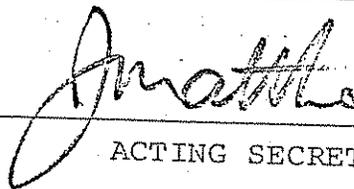
ARTICLE VII.

Amendments

The Board of Directors of this corporation may, with the assent of the members of the corporation, as may be required by Corporation Code Section 9400, and by a majority vote, amend these By-laws, at

any regular or special meeting called for that purpose. A written notice to all members of the Board of Directors shall be given of any intent to amend the By-laws, and shall be mailed three (3) days prior to the meeting. The By-laws may also be amended in any other way authorized by the General Nonprofit Corporation Law of the State of California.

THIS IS TO CERTIFY that I am the duly qualified and acting Secretary of MILPITAS CONNECTION, INC., a California corporation, and that the above By-laws were duly adopted by the Board of Directors at a meeting held on Nov 15, 1977, 1977.



ACTING SECRETARY



State of California Secretary of State

DISS NP

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF DISSOLUTION

There is no fee for filing a Certificate of Dissolution.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

CORPORATE NAME (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation Milpitas Connection, Inc.

REQUIRED STATEMENTS (The following statements are required by statute and should not be altered.)

- 2. a) A final franchise tax return... b) The corporation has been completely wound up. c) The corporation is dissolved.

DEBTS & LIABILITIES (Check the applicable statement. Note: Only one box may be checked.)

- 3. [] The corporation's known debts and liabilities have been actually paid. [] The corporation's known debts and liabilities have been paid as far as its assets permitted. [] The corporation's known debts and liabilities have been adequately provided for by their assumption... [] The corporation's known debts and liabilities have been adequately provided for as far as its assets permitted. [x] The corporation never incurred any known debts or liabilities.

ASSETS (Mutual Benefit or Consumer Cooperative Corporations ONLY: Check the applicable statement. Note: Only one box may be checked. If the corporation is a public benefit or religious corporation, leave Item 4 blank and attach to this Certificate of Dissolution a letter from the Attorney General waiving objections to the distribution of the corporation's assets pursuant to Corporations Code section 6716(c) or confirming the corporation has no assets (see instructions).)

- 4. [] The known assets have been distributed to the persons entitled thereto. [x] The corporation never acquired any known assets.

ELECTION (Check the "YES" or "NO" box as applicable. Note: If the "NO" box is checked, a Certificate of Election to Wind Up and Dissolve pursuant to Corporations Code section 1901, 6611, 8611, 9680 or 12631 must be filed prior to or together with this Certificate of Dissolution.)

- 5. The election to dissolve was made by the vote of all the members of the corporation or the corporation has no members and the election was made by the vote of all the directors of the corporation. [x] YES [] NO

VERIFICATION & EXECUTION (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date

Signature of Director

Jose Esteves Type or Print Name of Director

Signature of Director

Robert Livengood Type or Print Name of Director

Signature of Director

Armando Gomez Type or Print Name of Director

**ATTACHMENT A TO DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF DISSOLUTION**

VERIFICATION & EXECUTION (continued from form DISS NP)

6. The undersigned constitute(s) the sole director or a majority of the directors now in office. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: _____

Signature of Director, Officer or Member

Althea Polanski
Typed Name of Director, Officer or Member

Signature of Director, Officer or Member

Debbie Giordano
Typed Name of Director, Officer or Member

Signature of Director, Officer or Member

Thomas Williams
Typed Name of Director, Officer or Member

Signature of Director, Officer or Member

Emma Karlen
Typed Name of Director, Officer or Member



State of California Secretary of State

ELEC NP

DOMESTIC NONPROFIT CORPORATION CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE

NOTE: To complete the dissolution process, the corporation must also file a Certificate of Dissolution (Form DISS NP).

There is no fee for filing a Certificate of Election To Wind Up and Dissolve.

IMPORTANT - Read instructions before completing this form.

This Space For Filing Use Only

CORPORATE NAME (Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.)

1. Name of corporation
Milpitas Connection, Inc.

REQUIRED STATEMENT (The following statement is required by statute and should not be altered.)

2. The corporation has elected to wind up and dissolve.

ELECTION (Check the applicable statement. Note: Only one box may be checked.)

- 3. [] The election was made by the vote of ... members of the corporation, constituting a majority of all the members.
[] The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve and in accordance with Corporations Code section 5034 or 12224.
[X] The corporation has no members; the election was made by the board of directors of the corporation.

SIGNATORY AUTHORITY (Check the applicable statement. Note: Only one box may be checked.)

- 4. [X] The undersigned constitutes the sole director or a majority of the directors now in office of the above-named corporation.
[] The undersigned constitute the chairman of the board, president or vice president and the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.
[] The undersigned constitute(s) the member(s) authorized to execute this certificate by approval of a majority of all members.

VERIFICATION & EXECUTION (If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.)

5. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Date

Signature of Director, Officer or Member

Jose Esteves
Type or Print Name of Director, Officer or Member

Signature of Director, Officer or Member

Robert Livengood
Type or Print Name of Director, Officer or Member

Signature of Director or Member

Armando Gomez
Type or Print Name of Director or Member

**ATTACHMENT A TO DOMESTIC NONPROFIT CORPORATION
CERTIFICATE OF ELECTION TO WIND UP AND DISSOLVE**

VERIFICATION & EXECUTION (continued from form ELEC NP)

5. I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: _____

Signature of Director, Officer or Member

Althea Polanski

Typed Name of Director, Officer or Member

Signature of Director, Officer or Member

Debbie Giordano

Typed Name of Director, Officer or Member

Signature of Director, Officer or Member

Thomas Williams

Typed Name of Director, Officer or Member

Signature of Director, Officer or Member

Emma Karlen

Typed Name of Director, Officer or Member