

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF**

**THE SAN FRANCISCO EARLY MUSIC SOCIETY
A California Nonprofit Public Benefit Corporation**

The undersigned, being the President and Secretary of The San Francisco Early Music Society, a Nonprofit Public Benefit Corporation organized and existing under the laws of the State of California.

DO HEREBY CERTIFY:

1. The name of the corporation is The San Francisco Early Music Society, a California Nonprofit Public Benefit Corporation.

2. The Board of Directors duly adopted resolutions proposing to amend and restate the Articles of Incorporation of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its members, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Articles of Incorporation of this corporation be amended and restated in its entirety to read as set forth on Exhibit A attached hereto and incorporated herein by this reference.

3. The amendment and restatement of the Articles of Incorporation has been duly approved by the required vote of the members.

The undersigned further declares 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 their own knowledge.

Date: 9/26/2021

By: Barbara Ruvolo

Name: Barbara Ruvolo

Title: President

Date: 9/26/2021

By: Gloria Eive

Name: Gloria Eive

Title: Secretary

EXHIBIT A
AMENDED AND RESTATED
ARTICLES OF INCORPORATION
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A California Nonprofit Public Benefit Corporation

1. Name. The name of this corporation is The San Francisco Early Music Society.
2. Purposes.
 - 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 California Nonprofit Public Benefit Corporation Law for public and charitable purposes.
 - b. The specific purpose of this corporation shall be to operate a music organization for education and related purposes and to carry on other activities associated with these purposes as allowed by law.
 - c. The corporation is organized and shall be operated exclusively for charitable, scientific, and educational purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision (the "Code"). This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5.
3. Membership. The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability, if any, for dues and assessments and the method of collection thereof, shall be set forth in the bylaws of the corporation.
4. Limitations.
 - i. The corporation shall have no capital stock, and no part of its net earnings nor any assets of the corporation shall inure to the benefit of any director or officer of the corporation, or of any private individual.
 - ii. The property owned by the corporation is irrevocably dedicated to charitable purposes within the meaning of Code Section 501(c)(3) and no director, officer, or any private individual shall be entitled to share in the distribution of any of the corporate assets upon dissolution of the corporation, or upon the winding up of its affairs.
 - iii. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, except as may be permitted to Section 501(c)(3) organizations by the Code, and the Corporation shall not participate in, or intervene in (including the publication or distribution of

statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

Notwithstanding any other provisions of these Articles, the corporation shall not conduct or carry on activities not permitted to be conducted or carried on by an organization qualified under Code Section 501(c)(3), or by an organization, contributions to which are deductible under Code Section 170(c)(2).

5. Dissolution. Upon the dissolution or winding up of the corporation, its assets remaining after payment, 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 purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.