



SECRETARY OF STATE

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

MAR - 8 1999

Bill Jones

Secretary of State

ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA

DEC 21 1998

ARTICLES OF INCORPORATION OF
EXOTIC WORLD MUSEUM, INC

WILL JONES, SECRETARY OF STATE

A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION

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ONE: The name of the Corporation is:
EXOTIC WORLD MUSEUM, INC.

TWO: 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 Law for public and charitable purposes.

Specifically, the public benefit and charitable purpose of the corporation is for the preservation and perpetuation of an era of burlesque and exotic dancing by displaying in a museum setting, artifacts of the genre such as photographs, posters, costumes and accessories and related memorabilia.

This Corporation is organized exclusively for the operation of a museum for the preservation and perpetuation of an era of burlesque and exotic dancing by displaying in a museum setting, artifacts with the history of the genre within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States internal revenue law. Notwithstanding any other provision of these articles, this corporation shall not, except

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2 to an insubstantial degree, engage in any activities or
3 exercise any powers that are not in furtherance of the purposes
4 of corporation, and the corporation shall not carry on any
5 other activities not permitted to be carried on (a) by a
6 corporation exempt from federal income tax under Section 501
7 (c) (3) of the Internal Revenue Code of 1954 or the
8 corresponding provision of any future United States internal
9 revenue law, or (b) by a corporation, to which contributions
10 are deductible under Section 170 (c) (2) of the Internal
11 Revenue Code of 1954 or the corresponding provision of any
12 future United States internal revenue law.

13 THREE: The name and address in California of the
14 corporation's initial agent for service of process are:

15 MARY LEE (DIXIE) EVANS
16 29053 Wild Road, Helendale, California 92342

17 FOUR: These Articles of Incorporation are being filed to
18 incorporate an existing unincorporated association by the name
19 of EXOTIC WORLD MUSEUM.

20 FIVE: (a) No substantial part of the activities of this
21 corporation shall consist of carrying on propaganda, or
22 otherwise attempting to influence legislation, and this
23 corporation shall not participate in or intervene in (including
24 publishing or distributing statements) any political campaign
25 on behalf of any candidate for public office.

26 (b) All corporation property is irrevocably dedicated for
the purposes set forth in Article TWO above. No part of the

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net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of the 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 such organization (or organizations) organized and operated exclusively for the prevention of cruelty to animals which has established its tax-exempt status under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States internal revenue law.

(d) The corporation will distribute 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 Section 4942 of the Internal Revenue Code of 1954 or corresponding provisions of any later federal tax laws.

(e) The corporation will not engage in any act of self dealing as defined in Section 4941 (d) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(f) The corporation will not retain any excess business holdings as defined in Section 4943 (c) of the Internal Revenue Code of 1954, or corresponding provisions of any later federal tax laws.

(g) The corporation will not make any investments in such

1 manner as to subject it to tax under Section 4944 of the
2 Internal Revenue Code of 1954, or corresponding provisions of
3 any later federal tax laws.

4 (h) The corporation will not make any taxable
5 expenditures as defined in Section 4945 (d) of the Internal
6 Revenue Code of 1954, or corresponding provisions of any later
7 federal tax laws.

8 DATED: October 15, 1998 at Helendale, California

9
10 *Mary Lee Dixie Evans*

11 Mary Lee (Dixie) Evans, Incorporator

12
13 I declare that I am the person who executed the above
14 ARTICLES OF INCORPORATION, and this instrument is my act and
15 deed.

16 DATED: October 15, 1998 at Helendale, California.

17
18 *Mary Lee Dixie Evans*

19 Mary Lee (Dixie) Evans

