

Inc # 8983

FTB 4222

(B)

Address for Corres. Pg 1
NO

Address for Exemption Letter Pg 1

Copy of Art. Bylaws Const.
 Enclosed Appl. \$10 Appl. Fee
 Revisions

cc to: NO

- (X) EO 1026 VII
dedication / disc
- (X) EO 1101
- (X) EO 1140
- (X) EO 1107

Circle or fill in items
 FTB 4206 - Purpose
 Form: Corporation-Association-Trust
 Accounting period ending
 Organization number:
 cc: Sect'y of State (if corp.)

FTB 4207 - Purpose Social Welfare
 Code Section 23701 F
 Form: Corporation-Association-Trust
 Accounting period ending 12/31
 Organization number: 828983
 cc: NO Sect'y of State (if corp.)
YES Registrar of Charitable Trusts

YES

MS 3/7/78
 Approval

This exemption effective as of 10/5/77

Typist add to 4206 or 4207:

TYPIST -- Add item numbered MS 12/22/77

- Complete certification on the enclosed application and return.
- Furnish materials or complete questions marked on enclosed application.
- Furnish a detailed statement of income, expenditures and balance sheet for any operations during the last three years of the unincorporated predecessor or corp.
- Please furnish month that annual accounting period will end.
- The articles have been filed so they must be amended rather than revised.
- The by-laws of the unincorporated ass'n must be amended rather than revised.
- Secretary of State - Return Articles
- Submit information to this office.

- This exemption is issued on the condition that a federal exemption will be applied for and a copy of the final determination letter is furnished to this office.
- This letter confirms previous exempt status.
- This letter is issued to confirm the exempt status after completion of an office examination.
- This letter is issued to correct the classification of the organization as a result of an office examination.
- This letter confirms exempt status after revivor of corporation.

(02)	D	(14)	4	(16)	12	(35)	1
(36)	0	0	0	3	7	8	
(37)	A	1	0	7	7	(38)	7
(39)	0	(41)	+	+	+	+	+
(42)	0	4	2	0	0	0	

CHECK LIST	ARTICLE	REMARKS
SP. & PRIM. PURP.	/	
LIMIT POWERS	/	
DISSOLUTION	O.K.	no ded
INUREMENT	/	
FINANCIAL STATE.		
SPEC. ACTIVITIES	/	
BY-LAWS	/	
OTHER	F, G, ?	



STATE OF CALIFORNIA
FRANCHISE TAX BOARD
 SACRAMENTO, CALIFORNIA 95857
 (916) 355-0392

RECEIVED 11/2
 1977 SAG DEC 6 1977

EXEMPTION APPLICATION

**EXEMPT CORPORATIONS
 FRANCHISE TAX BOARD**

For use by a principal officer or representative of the organization claiming exemption under Section 23701 of the Revenue and Taxation Code.

Every organization that claims to be exempt must furnish the information and data specified and pay the REQUIRED \$10.00 APPLICATION FEE. If any organization fails to submit the information and data required, or pay the required fee, this application will not be considered on its merits and the organization will be notified accordingly. This application shall be open to public inspection in accordance with Section 26451.3 of the Revenue and Taxation Code.

See Instructions for FTB 3500 for guidance on completion and submission.

1a. Full Name of Organization		DO NOT USE THESE SPACES	
THE SINGLEHANDED SAILING SOCIETY, INC.		SERIAL NO. 1328710	AMOUNT REMITTED 10.00
b. Federal Employer Identification Number (See Specific Instruction 3, Item 1b.) Pending			
2. Complete Address (Number, street, city or town, State and Postal ZIP code)		TELEPHONE NUMBER 834-6877	
#1 5th Avenue, Oakland, California 94606			
3a. Is the organization incorporated? <input checked="" type="checkbox"/> Yes <input type="checkbox"/> No	b. If "Yes," in which State? California	c. Corporate Number: 828983	
4a. If not incorporated, what is form of organization? <input type="checkbox"/> Now being incorporated <input type="checkbox"/> Unincorporated association <input type="checkbox"/> Trust	b. Date incorporated or organized 10/5/77	c. End of month in which the annual accounting period ends December 31,	
5. If this organization or its predecessor previously applied for an exemption, enter "Granted" or "Denied" and date of determination (furnish copy of determination). <input type="checkbox"/> California Date <input type="checkbox"/> Federal Date <input type="checkbox"/> Other State Date			
6. Has organization filed Federal income tax returns? <input type="checkbox"/> Yes <input checked="" type="checkbox"/> No (If "Yes", state type of returns and years filed)			
7a. Enter Revenue and Taxation Code Section under which exemption claimed (see instructions) Section 23701 (d)			
b. Primary activity of organization: Scientific & Educational Purposes			

8a. Are you a new organization? If "No," attach a statement indicating the name of your predecessor(s), the period during which it was in existence, and the reasons for its termination.	X	<input type="checkbox"/>
b. Have you made or do you plan to make any distribution of your property or surplus to officers or members? If "Yes," attach a statement containing full details.	<input type="checkbox"/>	X
c. Will any promoter, incorporator, founder, or member be employed by the organization? If "Yes," furnish complete details, including duties, responsibilities, qualifications, and compensation.	<input type="checkbox"/>	X
d. Are you a membership organization? If "Yes," attach a statement which explains fully the qualifications for members, the different classes of membership, the number of members in each class, and the voting rights and privileges accorded each class.	X	<input type="checkbox"/>
e. Do you control, have you controlled, or do you plan to control any organization(s)? If "Yes," attach a statement explaining in detail.	<input type="checkbox"/>	X
f. Are you controlled by, have you been controlled by, or do you anticipate being controlled by, any organization(s)? If "Yes," attach a statement explaining in detail.	<input type="checkbox"/>	X
g. Are you now or are you planning to be in any manner affiliated with any organization(s)? If "Yes," attach a statement explaining in detail.	<input type="checkbox"/>	X

NOTE: UNINCORPORATED ASSOCIATIONS OR TRUSTS SHOULD SECURE A FEDERAL EXEMPTION AND FURNISH A COPY OF THE FEDERAL EXEMPT DETERMINATION LETTER.

**YOU MUST SUBMIT THE INFORMATION REQUESTED IN QUESTION 9,
 PAGE 2 OF THIS APPLICATION**

Under penalties of perjury, I declare that I have examined this application, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct and complete.

11/28/77 **Secretary**

DATE SIGNATURE OF OFFICER OR REPRESENTATIVE TITLE

Oakland, California

PLACE SIGNED

[Versions of this form prior to (2-76) are obsolete and should be destroyed.]

Section 23701 requires that each organization applying for exemption after December 31, 1969 MUST PAY A \$10 APPLICATION FEE. Processing of the application cannot be completed until the application fee is received. DO NOT SEND CASH. ALLOW 45 DAYS FOR PROCESSING.

9. YOU MUST ATTACH THE APPLICABLE INFORMATION REQUESTED:

- a. If incorporated a copy of your endorsed articles of incorporation; if now being incorporated proposed articles must be furnished or if not incorporated, a copy of your constitution, articles of association, declaration of trust or other document setting forth your aims and purposes which is signed by the principal officers or trustees.
- b. A copy of your bylaws or other similar code of regulations.
- c. A complete statement of assets and liabilities as of the end of each last three annual accounting periods of operation (including those of your predecessor) or if a new organization, for the period for which you were in existence.
- d. A statement of receipts and expenditures for the last three annual accounting periods of operation (including those of your predecessor) or if a new organization, for the period for which you were in existence. This statement should set forth clearly the sources of receipts and purposes of expenditures.
- e. A proposed budget showing expected income by source and areas of expenditures for the first year of operation, if a newly formed organization or just commencing operations. The budget is required of new organizations and should be based upon your most reasonable expectations.
- f. A detailed statement which states the specific purposes for which the organization was formed. (Do not quote from or make reference to the articles of incorporation or bylaws for this purpose.)
- g. A statement explaining in detail each fund-raising activity and each business enterprise you have engaged in or plan to engage in, accompanied by copies of all agreements, if any, with other parties for the conduct of each fund-raising activity or business enterprise.
- h. A statement which describes in detail the nature of your activities, activities which you sponsor, and proposed activities.
- i. A statement which explains fully any specific activities that the organization has engaged in or sponsored and which have been discontinued. (Give dates of commencement and termination and the reasons for discontinuance.)
- j. A copy of each lease, if any, in which you are the lessee or lessor of property (real, personal, gas, oil, or mineral) or in which you own an interest under such lease, together with copies of all agreements with other parties for development of the property.
- k. Samples of any literature which the organization sells or distributes, and samples of any organizational advertising.
- l. In addition to the above, one item (of 11 through 21) must be completed by most organizations according to the section under which exemption is being claimed. If you are claiming an exemption under a section indicated below, check item and furnish information or answer questions for that type of organization.

Labor, Agricultural or Horticultural organization under Section 23701a	(Answer Question 11)	<input type="checkbox"/>
Fraternal Beneficiary Society, etc., as described in Section 23701b, or Fraternal Society described in Section 23701i	(Answer Question 12)	<input type="checkbox"/>
Cemetery company or corporation chartered solely for burial purposes, as described in Section 23701c	(Answer Question 13)	<input type="checkbox"/>
Religious, Charitable, Scientific, Literary or Educational organization under Section 23701d	(Answer Question 14)	<input checked="" type="checkbox"/>
Business League, Chamber of Commerce, etc., under Section 23701e	(Answer Question 15)	<input type="checkbox"/>
Civic League, Social Welfare (including a veteran post or council), or Local Employee organization under Section 23701f	(Answer Question 16)	<input type="checkbox"/>
Social and Recreational organization under Section 23701g	(Answer Question 17)	<input type="checkbox"/>
Title Holding Corporation under Section 23701h	(Answer Question 18)	<input type="checkbox"/>
Voluntary Employees' Beneficiary organization under Section 23701i	(Answer Question 19)	<input type="checkbox"/>
Diversified Management Company under Section 23701m	(Answer Question 20)	<input type="checkbox"/>
Supplemental Unemployment Compensation Trust under Section 23701n	(Answer Question 21)	<input type="checkbox"/>

10. Attorney or representative to whom correspondence, concerning revision/amendment of articles or request for additional information should be mailed.

Name

Complete Address (Number, street, city or town, State and Postal ZIP Code)

Telephone: (415) 532-1786

- 11. If you are claiming exemption as a Labor, Agricultural or Horticultural organization under Section 23701a, submit an explanation of any services to be performed for your members. Cooperative organizations are not entitled to exemption, but may be allowed a special deduction under Sections 24404 and/or 24405.
- 12a. If you are claiming exemption as a Fraternal Beneficiary Society, etc., as described in Section 23701b, or a Fraternal Society described in Section 23701i, state whether the organization operates or plans to operate under the lodge system or for the exclusive benefit of the members of an organization so operating. Operating under the lodge system means carrying on activities under a form of organization that comprises local branches, chartered by a parent organization and largely self-governing, called lodges, chapters, or the like.
- b. In the case of a Subordinate or Local Lodge, etc., attach a certificate signed by the secretary of the parent organization, under the seal of that organization, certifying that the Subordinate Lodge is a duly constituted body operating under the jurisdiction of the parent body.
- c. In the case of a Parent or Grand Lodge, attach a statement showing (1) the number of subordinate lodges in active operations, and (2) whether periodical meetings are actually held.
- d. For 23701b organizations only, attach a statement describing the types of benefits (life, sick, accident, or other benefits) paid or to be paid members.

- 18a. If you are claiming exemption as a Title Holding Corporation under Section 23701h, attach a statement giving the complete names and addresses of the organizations for which title to property is held; the number of shares of capital stock held; and whether shares of stock have ever been held by persons other than such organizations. If stock was so held, include the years held and the total number of shares of each class of stock. Also, state whether the annual income (less expenses) is or will be turned over to the organization for which title to property is held and if not, the purpose for which such income is or will be held.
- b. Enclose a copy of an exemption letter (Federal or California) for each organization for which property will be held. If property will be held for organization(s) located in California, a California exemption letter must be furnished.

19. If you are claiming exemption as a Voluntary Employees' Beneficiary organization under Section 23701i attach a schedule of benefits available to members.

- a. Is each employee by or for whom contributions are made entitled to receive welfare benefits proportionate to the contributions by and/or for him?
 Yes No If "No," attach a statement explaining in detail.
- b. Total number of persons entitled to receive benefits.
- c. Number of individual proprietors, partners, or self-employed persons entitled to receive benefits.
- d. Amount of income or receipts from members and employers of members for each year for which exemption is claimed.
- e. Amount of income or receipts from sources other than members and employers of members for each year for which exemption is claimed.
- f. Have you attached copies of the policies or certificates of membership issued by you? Yes No
- g. Furnish a copy of the Federal determination letter.

20. If exemption is claimed as a Diversified Management Company under Section 23701m, state the date that the corporation was registered as a Diversified Management Company under Section 5 of the Federal Investment Act of 1940 (15 U.S.C.A.—§ 80a-8). Date _____

21. If you are claiming exemption as a Supplemental Unemployment Compensation Trust under Section 23701n; attach a copy of the supplemental unemployment benefit plan and appurtenant agreements.

- a. Are benefits provided for individual proprietors, partners, or self-employed persons under the plan? If "Yes," attach a statement explaining in detail.
- b. Does the plan provide other benefits subordinate to the supplemental unemployment compensation benefits? If "Yes," attach a statement explaining in detail.
- c. Do the benefits provided by the trust discriminate in favor of employees who are officers, shareholders, or persons whose principal duties consist of supervising the work of other employees, or highly compensated employees? If "Yes," attach a statement explaining in detail.
- d. Amount of income or receipts from members and employers of members for each year for which exemption is claimed.
- e. Amount of income or receipts from sources other than members and employers of members for each year for which exemption is claimed.
- f. Also furnish a copy of the Federal determination letter.

Yes	No

LOCATION OF FRANCHISE TAX BOARD OFFICES
EXEMPTS—INFORMATION: TELEPHONE (916) 355-0392

Address	Zip code	Telephone	Address	Zip code	Telephone
Bakersfield..... 1031 Seventeenth Street.....	93301	(805) 322-0540	San Francisco..... 345 Larkin Street.....	94102	(415) 557-0540
El Monte..... 9660 Floir Drive.....	91731	(213) 575-6600	San Jose..... 555 N. First Street.....	95112	(800) 852-7050
Fresno..... 2550 Moriposa Street.....	93721	(800) 852-7050	Santa Ana..... 28 Civic Center Plaza.....	92701	(714) 558-4540
Long Beach..... 3530 Atlantic Avenue.....	90807	(213) 595-5406	Santa Barbara..... 41 Hitchcock Way.....	93105	(805) 682-2696
Los Angeles..... 3200 Wilshire Boulevard.....	90010	(213) 620-5400	Santa Rosa..... 447 College Avenue.....	95403	(800) 852-7050
Oakland..... 1916 Broadway.....	94612	(415) 464-0540	Stockton..... 31 E. Channel Street.....	95202	(800) 852-7050
Sacramento..... 920 Twenty-Third Street.....	95816	(916) 445-9540	Van Nuys..... 8155 Van Nuys Boulevard.....	91402	(213) 786-9540
Outside Sacramento Metropolitan area, see white pages of your local telephone directory.			OUT OF STATE OFFICES:		
San Bernardino..... 303 W. Third Street.....	92401	(714) 383-4201	Chicago, IL..... 150 N. Wacker Drive.....	60606	(312) 332-4025
San Diego..... 1350 Front Street.....	92101	(714) 236-7540	New York, NY..... 1180 Avenue of the Americas.....	10036	(212) 581-3840

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

OCT 19 1977



March Fong Eu

Secretary of State

828983

ENDORSED
FILED

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

OCT 5 1977

MARCH FONG EU, Secretary of State

By BILL HOLDEN
Deputy

ARTICLES OF INCORPORATION
OF
THE SINGLEHANDED SAILING SOCIETY, INC.

I

The name of this corporation is THE SINGLEHANDED SAILING SOCIETY, INC.

II

The purposes for which this corporation is formed are:

(a) To receive contributions and to make donations to, dispense charitable contributions through, and otherwise aid and support those organizations qualified for exemption from Federal Income Tax that are organized and operated exclusively for scientific or educational purposes.

(b) To support and foster the interest of citizens in the sport of singlehanded sailing and in their maritime heritage; to foster research in the art of seamanship and to disseminate and exchange knowledge and technical information respecting singlehanded sailing and seamanship, to government entities, educational institutions, youth groups, yacht clubs and other marine-oriented organizations and to the general public; to aid research concerning singlehanded seamanship; to create interest in the general public respecting singlehanded sailing and in "Bluewater" cruising, and in particular to improve the design and safety provisions in the construction and modification of vessels utilized in singlehanded sailing; and to engage in all lawful activities and operations usually and normally engaged by such a corporation.

(c) The general purposes and powers are:

1. To solicit, collect, receive, acquire, hold and invest money in property, both real and

personal, including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from any property of this corporation for any other purposes for which this corporation was formed;

2. To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber and to deal in shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers and privileges of ownership;

3. To purchase or acquire, own, hold, use lease, (either as a lessor or a lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate or encumber real or personal property;

4. To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

5. To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on their amount, with any person, firm association or corporation, municipality, country, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivisions; and

6. To do all things necessary, expedient, or appropriate to the accomplishment of any of the objects

and purposes for which this corporation is formed;

7. To have and to exercise all the powers conferred by the California General Non-Profit Corporation Law on non-profit corporations, as that law is now in effect or may at any time hereafter be amended.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes as set forth in Paragraphs (a) and (b) of this Article and nothing contained in the foregoing statement of purposes shall be construed to authorize this corporation to carry on any activity for the profit of its members, or to distribute any gains, profits or dividends to any of its members as such. This corporation shall not have as any substantial part of its activities the carrying on of propaganda nor shall it attempt to influence legislation or participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

III

This corporation is formed under the General Non-Profit Corporation Law of the State of California.

IV

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is the County of Alameda.

V

The number of directors of this corporation shall be five (5) and the names and addresses of the persons who are to act as the first directors of this corporation are:

<u>Name</u>	<u>Address</u>
George Sigler	15th Avenue Oakland, California 94606
Gary W. Weishaupt	2217 Clinton Alameda, California 94501
William E. Vaughan	17 Embarcadero Cove Oakland, California 94606
William D. Huber	451 Lee Street Oakland, California
S. E. Ewart	17 Embarcadero Cove Oakland, California 94606

The number of directors may be fixed or changed from time to time by amendment of these Articles of Incorporation, or by amendment of the Bylaws of this corporation adopted by the vote or written assent of the members of the corporation entitled to exercise a majority of the voting power, or the vote of a majority of a quorum present at a meeting of members called pursuant to the Bylaws.

VI

The authorized number and qualification of members of this corporation, the different classes of membership, if any, the property, voting, and other rights and privileges of members, and their liability to dues or assessments and the method of their collection, shall be set forth in the Bylaws. The number of such members is unlimited. Not more than one membership shall be issued to any member.

Neither the members nor the officers or directors of this corporation shall be personally liable for the debts, liabilities or other obligations of this corporation.

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 its members and is organized under Part 1 of Division 2 of Title 1 of the Corporations Code solely for non-profit purposes. No part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member or to the benefit of any private shareholder or individual. On 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 non-profit fund, foundation or corporation that is organized and operated exclusively for one or more of the following purposes: charitable, scientific, educational and/or testing for public safety and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701d of the Revenue and Taxation Code of California.

IN WITNESS WHEREOF, we, the undersigned, deem the persons named above as the first directors, have executed these Articles of Incorporation this 19th day of September, 1977.

Shirley H. Ewart

George B. Fjiler

William D. Huber

Gary W. Winhaupt

[Signature]

BYLAWS
OF
THE SINGLEHANDED SAILING SOCIETY, INC.

I

1.1 Principal Office

The principal office for the transaction of the business of the corporation shall be at 1 Fifth Avenue, City of Oakland, County of Alameda, California. The Board of Directors may, at any time, or from time to time, change the location of the principal office from one location to another in this County.

II

2.1 Members

There shall be two classes of members of this corporation. The first class of members shall be known as Voting Members, and the second class of members shall be known as Honorary Members and as such shall have no vote.

2.2 Qualifications of Voting Members

The Voting Members of this corporation shall be the persons who, from time to time, are the members of the Board of Directors of this corporation. Death, resignation, or removal of any Director as provided in these Bylaws automatically terminates his or her membership as a Voting Member of this corporation. Election of a successor director as provided in these Bylaws shall operate to elect that director to a voting membership in this corporation.

2.3 Qualifications of Honorary Members

Any person who contributes funds or other property to this corporation shall be an Honorary Member of this corporation, unless he is, or becomes, a Voting Member of this corporation. Election of a person as a Voting Member of this corporation shall terminate his membership as an Honorary Member of this corporation.

2.4 Classification of Honorary Members

Honorary Members shall be classified as follows:

- (a) A Regular Member is any person who contributes funds or other property to this corporation yearly in the amount of \$50 or more.
- (b) An Honorary Member shall be any person or firm who contributes funds or other property to this corporation in the excess of \$100.
- (c) A Benefactor Member is a person or firm who has contributed funds or other property to this corporation in excess of \$1,000. Such person or firm shall not be required to make annual contributions as a condition of the retention of membership.

2.5 Voting and Other Rights of Members

Each Voting Member of this corporation shall be entitled to one vote. Honorary Members of this corporation shall not be entitled to vote, and no notice of any meeting of the membership of this corporation need be given to any Honorary Member.

2.6 Annual Meeting

The annual meeting of the members of this corporation shall be held on the second Thursday of March at 2000 hours at the principal office of this corporation, or any other time in

March and at any other place determined by resolution of the Board of Directors. No notice of any such annual meeting need be given if it is held on the second Thursday in March at 2000 hours at the principal office of the corporation; otherwise, written notice of the time and place of the annual meeting shall be delivered personally to each voting member or sent to each voting member by mail or other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the corporation, or if it is not shown on the records or is not readily ascertainable, at the place where the meetings of the members are regularly held. Any notice of such meeting shall be mailed or delivered at least five (5) days before the date of the meeting.

2.7 Special Meetings

Special meetings of the members of the corporation for any purpose or purposes may be called at any time by the Commodore of the corporation, or by any three (3) Directors.

Written notice of the time and place of special meetings of the members shall be given in the same manner as for annual meetings of the members.

The transactions of any meeting of the members of this corporation, however, called and noticed, shall be as valid as though had at a meeting held after regular call and notice if a quorum is present, and if, either before or after the meeting, each of the Voting Members not present signs a written waiver of notice, or a consent to holding this meeting, or an approval of the minutes of the meeting. All the waivers, consents, or approvals shall be filed with the corporate records or be made a part of the minutes of the meeting.

2.8 Quorum

A quorum for any meeting of the members shall be three (3) Voting Members.

2.9 Liabilities of Members

No person who is now, or who later becomes, a member of this corporation shall be personally liable to its creditors for any indebtedness or liability, and any and all creditors of this corporation shall look only to the assets of this corporation for payment.

III

BOARD OF DIRECTORS

3.1 The Number of Directors

The Board of Directors shall consist of five (5) members, until the number of Directors is changed by amendment to these Bylaws.

3.2 Quorum

Three (3) members of the Board of Directors shall constitute a quorum for the transaction of business.

3.3 Powers of Directors

Subject to the limitations of the Articles of Incorporation, other sections of the Bylaws, and of California Law, all corporate powers of the corporation shall be exercised by and under the authority of, and the business and affairs of the corporation shall be controlled by, the Board of Directors. Without limiting the general powers, the Board of Directors shall have the following powers:

- (a) To select and remove all other officers, agents, and employees of the corporation, prescribe such powers and duties for them as may not be inconsistent with law, the Articles of Incorporation, or the Bylaws, fix their compensation, and

require from them security for faithful service.

- (b) To conduct, manage, and control the affairs and business of the corporation, and to make rules and regulations not inconsistent with law, the Articles of Incorporation, or the Bylaws.
- (c) To borrow money and incur indebtedness for the purposes of the corporation, and for that purpose to cause to be executed and delivered, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, or other evidences of indebtedness.

3.4 Election and Term of Office

Except as provided below for the initial terms of the first Directors, the term of office of each Director of this corporation shall be three (3) years or until his successor is elected. Successors for Directors whose terms of office are then expiring shall be elected at the annual meeting of the members in the year such terms expire. A Director may succeed himself in office.

At the organizational meeting of the first Directors of this corporation, the Directors shall be classified into three groups. The first group shall consist of two (2) Directors whose initial term of office shall be one year. The second group shall consist of two (2) Directors whose initial term of office shall be two years. The third group shall consist of one (1) Director whose term of office shall be three years. This classification and the short initial terms are for the purpose of providing, as nearly as numerically possible, for the election of one-third of the Board of Directors in each year.

3.5 Vacancies

Vacancies in the Board of Directors shall be filled by a majority of the remaining Directors then in office, even though less than a quorum, or by the sole remaining Director. A successor Director so elected shall serve for the unexpired term of his predecessor.

3.6 Place of Meetings

Regular meetings of the Board of Directors shall be held at any place, within or without the State, that has been designated from time to time by resolution of the Board of Directors or by written consent of all members of the Board. In the absence of this designation, regular meetings shall be held at the principal office of the corporation. Special meetings of the Board of Directors may be held either at a place designated by resolution or at the principal office.

3.7 Organization Meeting

Immediately following each annual meeting of the members, the Board of Directors shall hold a regular meeting for the purposes of organization, election of officers, and the transaction of other business. No notice of such organizational meeting need be given.

3.8 Other Regular Meetings of the Board of Directors shall be held without call on the second Thursday of each March, June, September and December at 2000 hours; provided, however, that should that day fall upon a legal holiday, then the meeting shall be held at the same time on the next day that is not a legal holiday. No notice need be given of any regular meeting.

3.9 Special Meetings

Special meetings of the Board of Directors for any purpose or purposes may be called at any time by the Commodore or by any three (3) Directors.

Written notice of the time and place of special meetings shall be delivered personally to each Director or sent to each Director by mail or by other form of written communication, charges prepaid, addressed to him at his address as it is shown on the records of the corporation, or if it is not so shown, or is not readily ascertainable, at the place at which the meetings of the Directors are regularly held. The notice shall be mailed at least ten (10) days before the time of the holding of the meeting.

The transactions of any meeting of the Board of Directors, however called and noticed and wherever held, shall be as valid as though had at a meeting held after regular call and notice, if a quorum is present, and if either before or after the meeting, each of the Directors not present signs a written waiver of notice or a consent to hold the meeting or an approval of the minutes. All such waivers, consents, or approvals, shall be filed with the corporate records or made a part of the minutes of the meeting.

3.10 Board Action Without Meetings

Any action by the Board of Directors may be taken without a meeting if all members of the Board individually or collectively consent in writing to this action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board.

3.11 Removal of Director

A Director may be removed from office, for cause, by a vote of the majority of the Directors.

3.12 Compensation

The Directors shall receive no compensation for their services as Directors.

IV
OFFICERS

4.1 The officers of this corporation shall be a President, who shall be also known as Commodore, a Vice President, who shall be also known as Vice Commodore, a second Vice President, who shall be also known as Rear Commodore, a Secretary, who shall also be known as the Quartermaster, and a Treasurer, who shall also be known as the Purser, and such other officers as the Board of Directors may appoint. Any person, other than the President and Secretary, may hold more than one of these offices. All officers must be members of the Board of Directors.

4.2 Election

The Board of Directors shall elect all officers of the corporation for the term of one year, or until their successors are elected and qualified.

4.3 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, shall be filled by the Board of Directors.

4.4 President or Commodore

Subject to the control of the Board of Directors, the President or Commodore shall have general supervision, direction, and control of the business and affairs of the corporation. He shall preside at all meetings of the members and those of the Directors, and shall have such other powers and duties as may be prescribed from time to time by the Board of Directors.

4.5 Vice Presidents

In the absence or disability of the Commodore, the First Vice President ("Vice Commodore") shall perform all the duties of the Commodore, and in so acting shall have all the

powers of the Commodore. The Vice Commodore shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

The second Vice President ("Rear Commodore") shall, in the absence or disability of the Commodore or Vice Commodore, perform all the duties of the Commodore, and in so acting, shall have all the powers of the Commodore. The Rear Commodore shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

4.6 Secretary or Quartermaster

The Secretary ("Quartermaster") shall keep a full and complete record of the proceedings of the Board of Directors, shall keep the seal of the corporation, and affix it to such papers and instruments as may be required in the regular course of business, shall make service of such notices as may be necessary or proper, shall supervise the keeping of the records of the corporation, and shall discharge such other duties of the office as prescribed by the Board of Directors.

4.7 Treasurer or Purser

The Treasurer ("Purser") shall receive and safely keep all funds of the corporation and deposit them in such bank or banks as are designated by the Board of Directors. Those funds shall be paid out only on checks of the corporation, signed by the Commodore, Vice Commodore, Purser, or Quartermaster, or by such other officers as may be designated by the Board of Directors to be authorized to sign them. The Treasurer shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors.

V

AMENDMENT OF BYLAWS

5.1 These Bylaws may be amended or repealed and new Bylaws adopted by the vote of a majority of the members of the Board of Directors at any Directors' meeting, except that a Bylaw fixing or changing the number of Directors may be adopted, amended, or repealed only by the vote or written consent of a majority of the members of the corporation, or the vote of a majority of a quorum at a meeting of the members called for that purpose, and which is the vote of a majority of those present and voting.

VI

MISCELLANEOUS

6.1 The Commodore, or the Vice Commodore and the Quartermaster, or such other officers as the Board of Directors may select for that purpose, are authorized to vote, represent, and exercise on behalf of this corporation, all rights standing in the name of this corporation. The authority granted in these Bylaws to the officers to vote or represent this corporation arising from any voting securities held by this corporation in any other corporation or corporations may be exercised either by officers in person or by any person authorized to do so by proxy or power of attorney duly executed by the officers.

Answer to 8d

Applicant is a membership organization with the rights and privileges of the members as are set forth in the By-Laws, Sections 2.1 through 2.5. The By-Laws are attached hereto as an exhibit to which reference may be made for additional details. Currently the only members of the corporation are those persons who are on the Board of Directors.

Answer to 8g

Upon the granting of the exemption, the Society intends to incorporate those belonging to the current unincorporated association into the corporation as honorary members. Such members shall have the rights set forth in Sections 2.1 through 2.5 of the By-Laws.

Answer to 9e - 9 c-d

See the budget attached hereto for details of the Society's financial plans.

Answer to 9f

The Society was formed to increase the knowledge of and enhance the seamanship and skills of those participating in singlehanded sailing. It is to accomplish these ends that the Society intends to sponsor long-distance Ocean Races for singlehanded sailors. In 1978 the Society will conduct a singlehanded race to Hawaii which should create considerable interest in singlehanded sailing.

A similar race, the OSTAR (Observer's Singlehander's Transatlantic Race) has been held since 1960. The OSTAR has contributed much towards improved design of yachts, self-steering gear and other features now incorporated in vessels sold to the general public.

The Society also intends to sponsor several shorter events such as a Farallon Islands Race, a Monterey Race and other similar contests.

One scientific project now being contemplated is the

Answer to 9f Continued

development of an alarm system independent of radar detection to warn of approaching ships.

IN a larger sense the Society hopes to promote increased boating safety through the development of increased skills in the science of navigation as well as encouraging the development of improved safety equipment and techniques utilized in singlehanded sailing.

Answer to 9g

The Society does not currently intend to carry on a business.

Its fund raising activities will begin in January 1978 or upon the date its exemption is granted, whichever occurs first. Its activities will be as follows:

- (a) Collection of membership dues and race entry fees from members and/or race entrants.
- (b) The Society will seek grants from government, individuals and business to advance the Society's scientific and educational work in safety and related fields.
- (c) The Society will seek advertising revenues from the sale of space in its publications.

There are no agreements with any persons to conduct any fund raising for the Society nor does it presently intend to enter into any such agreements.

Answer to 9h

The Society intends to sponsor a singlehanded race to Hawaii during the Summer of 1978. This race should serve as a test of skippers and equipment. It should also improve participant's navigational skills. The Society intends to hold future Hawaii Races during the even numbered years.

Other activities are planned as outlined in the answer to 9f.

Answer to 9k

Attached are several brochures currently being distributed by the unincorporated association. The Society intends to adopt this material as its own.

ESTIMATED Budget
Singlehanded Sailing
Society, Inc.
1978

WRD 11/28/77

COLUMN WRITE

Income Expense

1	Income, All Sources including		
2	Entrées, Donations, Subscriptions		
3	Sales of Advertising etc	20000	
4			
5			
6	Promotional Costs for Singlehanded		
7	TRANS PACIFIC YACHT RACE -		
8	including Advertising, Media		
9	Expenses - Printing of Brochures		
10	Mailing & Telephone Lists	7200 -	
11	RACE EXPENSES including purchase		
12	of COMMUNICATIONS Equipment, Safety		
13	Supplies, Insurance, incidental wages,		
14	Transportation & housing Race Personnel		
15	Rental of Equipment	6500 -	
16	Trophies, Bursary & Awards for		
17	Race Participants	2500	
18			
19	Newsletters & other publications		
20	for entrants	800 -	
21			
22	Accounting/legal	2000 -	
23			
24	Reserve for contingencies	1000 -	
25			
26		20000 -	20000 -

ANSWER 9(c) & (d) The Society has no current assets or liabilities since it is presently in a formative state.

Singlehanded Sailing Society

1 Fifth Avenue • Oakland, California 94606 • (415) 465-7932

The Singlehanded Sailing Society was informally established in April of 1976 by a small group of concerned Bay Area seamen who saw need for an environment, in which they, and others like themselves, could share in the free exchange of information and experiences that would benefit all those who occasionally venture offshore without the luxury of full crew.

The group numbering 30 individuals, are presently in the process of becoming a fully organized non-profit educational corporation, a move made necessary by the growing interest in the concepts the Club concerns itself with.

Present Club President and founding father George Sigler is well remembered for the amazing 56-day raft trip across the Pacific in July of 1974, undertaken in the company of fellow adventurer Charles Gore for the purpose of testing survival equipment of their own design. Mr. Sigler presently owns and operates Survival and Safety Designs of Oakland,

California, a unique Chandlery specializing in fulfilling the requirements of the serious offshore racing and cruising fraternity.

Other Charter members include Bill Huber, a retired Chief Aviation Survivalman in charge of life support equipment for the U.S. Coast Guard. He is a qualified aircrewman in all models of coast guard aircraft and is also a qualified parachutist. Bill is presently manager of Survival and Safety Designs, Inc. and chairman of the Singlehanded Sailing Society. He has been instrumental in developing new survival equipment for aircrafts and boats.

William Vaughan is founding Chairman of, and served as Master Mariners Regatta Chairman from 1965 to 1976. He is a past vice-president of Pacific Interclub Yachting Association, and was Chairman of the marine committee of S.F., Junior Chamber in 1965. He is presently counsel for the Northern California Marine Association, the Marina and Recreation Association, Port Tenants Association of Oakland, Yacht Brokers marinas, and numerous other marine interests.

The occupational backgrounds of Society participants span a tremendously diversified Area; from Jet Pilot, Yacht Designer, Attorney, Physician, Engineer, Electronics Experts, etc., almost any conceivable question can be resolved from within the general membership.

It is the Society's expressed intention to promote fast,

safe and comfortable cruising or racing thru the examination and development of designs, equipment and techniques, the publishing of test data results, and finally, the organization of offshore Singlehanded races. The long-range goals being an improvement in the quality of equipment and technique, the expansion of knowledge about the sea and a greater appreciation of this very ancient art, seafaring.

Despite the stereotyped role of being racers, yachts rigged for Singlehanded sailing are the ideal test platforms from which to base testing programs on cruising gear and techniques. Alone, at sea, the pilot of such a vessel must use every means at his disposal to insure his comfort to conserve his energy, and to manage the boat in a manner consistent with safe yet swift passage times. The idea of cruising self-sufficiency in this case however becomes self-survival.

Races such as the 1969 Singlehanded Transpacific to Japan, the Observer Singlehanded Transatlantic and other less well known events have seen the birth of numerous techniques, rigs and equipment that today are common accessories found on blue water sailing vessels. So popular, in fact has certain hardware become that we sometimes forget how or why they came about. A prime example would be the self-steering vane developed by Col. H.G. (Blondie) Hasler. Some concepts, however, are indeed

quite exotic requiring extensive modifications to hull or rig such as fully enclosed control positions, junk rigs, and gimbeled berths and seats. The Society hopes that thru its efforts, someday, yacht manufacturers will begin to produce true world cruising boats, exhibiting the refinements found useful and safer by the scores of Singlehanded navigators the world over; vessels capable of great speed while remaining commodious, comfortable, and affordable.

To date, the Organization has had two official Singlehanded races, the Farallons race, a 67-mile event with 64 entrants offshore in 30-knot winds and the Drake's Bay race event, a 70-mile course for 50 entrants. The extreme specialization of this class of racing became immediately apparent to those normally accustomed to crewed racing conditions. One veteran offshore skipper summed it up aptly with "It was the hardest thing I have ever attempted in my entire life".

Such contests are not in any way meant for the testing of human spirit or endurance, facts already well proven, but instead provide an arena in which seamen of all nations and political belief may equally compare their craft and sailing skills under offshore conditions.

Future projects currently in the planning stages consist of the development of an improved economical self-steering vane, the use of a large graphics computer in the design and analysis

of yacht hulls and rigs, the publication of a regular news letter and technical bulletins and, of course, more races.

Membership in the Society is open to all sailors and not just Singlehanders. Races, however, shall all be Singlehanded events. Interested parties may call or write to:

Singlehanded Sailing Society
Public Affairs Officer
#1 Fifth Avenue
Oakland, California 94606
Telephone No. (415) 465-7932

Future events include the Singlehanded Transpacific Race to Kauia, Hawaii scheduled for June 15, 1978. An interesting trophy is being offered to the first boat to finish out of the four fastest boats of the 1977 Crewed Transpac. A longer race is being considered to Tahiti and details will be announced when available.

There are no prohibitions against obtaining commercial sponsors for yachts in the Transpac unless excessive advertising, that in the opinion of the Race Committee is in poor taste, is attached to the yacht.

Participants planning to use sponsors are requested to review their plans with an official of the Singlehanded Sailing Society and obtain approval prior to making any firm commitments.

SPECIAL

A condensed Celestial Nav. Course will be offered to Race Members beginning June 5, 1978. Course offered by the Ocean Cruising School.



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95857
TELEPHONE: (916) 355-0392

In reply refer to 344: MS:bp
and exact organization name

December 28, 1977

The Singlehanded Sailing Society, Inc.
1 - 5th Avenue
Oakland, CA 94606

Application for Exemption from Tax

Before your application can be processed, the items checked below are required:

Copy of Articles Proposed Bylaws Constitution

Payment of a \$10.00 application fee. Please submit with the enclosed page 1 of the application.

Revised Articles of Incorporation and/or the following information:

- (x) Article VII is not an adequate dedication/dissolution clause. See sample Article VII, page 3, and paragraph (c), page 4, Instructions for Form FTB 3500.
- (x) Please formally amend your articles through the Office of the Secretary of State and furnish this office with a copy of the endorsed certificate of amendment.
- (x) Has this organization filed a Federal exemption application with the Internal Revenue Service? If so, please furnish a copy of the application and copies of any correspondence between the organization and the Internal Revenue Service.
- (x) We are returning duplicates of documents submitted with the application.

We have asked the Secretary of State to return articles to you. Please send all of the revised articles to that office, with one additional copy marked "Forward to Franchise Tax Board". If we have requested additional information from you, please attach it to the copy of the articles marked for our attention. This will facilitate the processing of your application.

Please send the above information directly to this department. If articles have been submitted to the Secretary of State's office, action will be delayed for 30 days to allow you time to respond to this request.

The action requested above should be taken within 30 days to avoid possible denial of exemption application. If you have any questions, call (916) 355-0392 and make reference to the code shown in the upper right corner of this letter.

Ronald Maddox
Ronald Maddox

Supervisor, Exemption Application Processing

cc: Secretary of State

SAC FEB 1 1978 RECD

WILLIAM E. VAUGHAN
LAWYER

17 EMBARCADERO COVE • OAKLAND, CALIFORNIA 94606 • PHONE (415) 532-1786

M E S S A G E

R E P L Y

TO **Franchise Tax Board**
Sacramento, California 95857

DATE

RECEIVED

EXEMPT ORGANIZATIONS

DATE **1/30/78**

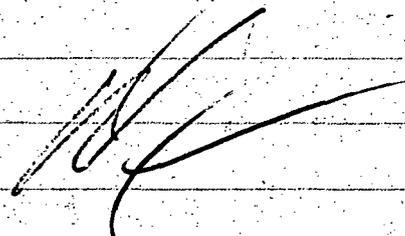
Re: **344 THE SINGLEHANDED SAILING SOCIETY, INC.,**

Gentlemen:

Enclosed is a copy of the Amendment to the Articles to conform to your letter of December 28, 1977. Please be advised that we have not filed with the Federal Government.

Should you have further questions, please contact the undersigned.

Very truly yours:



BY

SIGNED

Form N-R738, The Drawing Board, Inc., Box 505, Dallas, Texas

INSTRUCTIONS TO SENDER:

1. KEEP YELLOW COPY. 2. SEND WHITE AND PINK COPIES WITH CARBON INTACT.

INSTRUCTIONS TO RECEIVER:

1. WRITE REPLY. 2. DETACH STUB, KEEP PINK COPY, RETURN WHITE COPY TO SENDER.

State of California

OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

JAN 26 1978



March Fong Eu

Secretary of State

CERTIFICATE OF AMENDMENT OF
THE ARTICLES OF INCORPORATION OF
THE SINGLEHANDED SAILING SOCIETY, INC.

**ENDORSED
FILED**
In the office of the Secretary of State
of the State of California
JAN 26 1978
MARCH FONG EU, Secretary of State
By JAMES E. HARRIS
Deputy

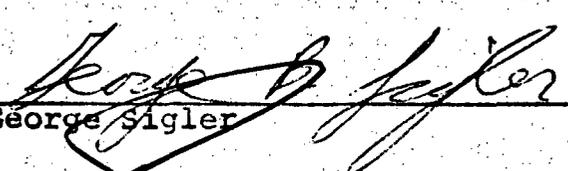
GEORGE SIGLER, WILLIAM E. VAUGHAN, WILLIAM
D. HUBER and S. E. EWART certify that:

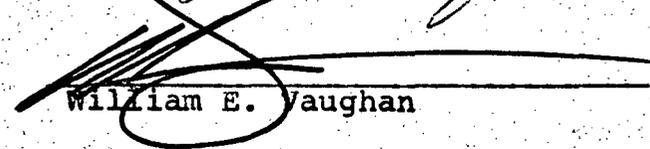
1. They constitute at least two-thirds of the incorporators of The Singlehanded Sailing Society, Inc., a California corporation.
2. They adopt the following amendment to the Articles of Incorporation of the Corporation:
Article VII is amended to read:

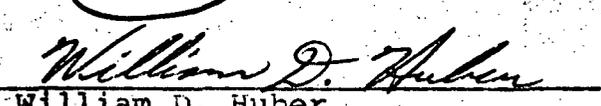
The property of this Corporation is irrevocably dedicated to scientific and/or educational purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private individual. Upon the dissolution or winding-up of the Corporation, its assets remaining after payment of, or provision for payment of all debts and liabilities of this Corporation, shall be distributed to a non-profit fund, foundation or corporation which is organized and operated exclusively for scientific and educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code. If this Corporation holds any assets in trust, or a corporation is formed for charitable purposes, such assets

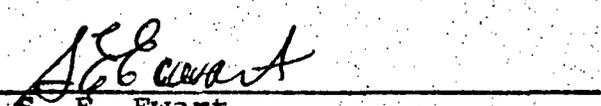
shall be disposed of in such manner as may be directed by the decree of the Superior Court of the county in which the Corporation has its principal office, upon petition therefore by the Attorney General or by person concerned in the liquidation, and a proceeding to which the Attorney General is a party.

3. The Corporation has admitted no members other than the incorporators.


George Sigler


William E. Vaughan

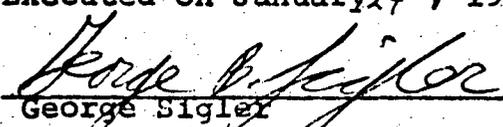

William D. Huber

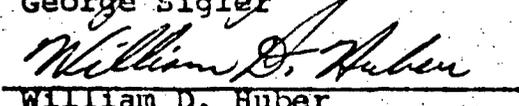

S. E. Ewart

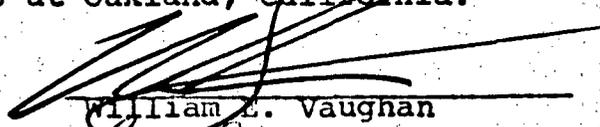
VERIFICATION

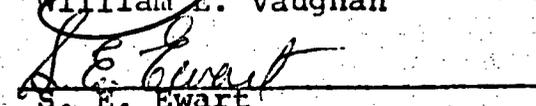
We, the undersigned, say that the matters set forth in the Certificate of Amendment of the Articles of Incorporation are true or our own knowledge.

We declare under penalty of perjury that the matters set forth in the Certificate are true and correct. Executed on January 24th, 1978 at Oakland, California.


George Sigler


William D. Huber


William E. Vaughan


S. E. Ewart

3/7/78

Called Mr. Vaughn - explained not
yet under D but not exclusively
educational - could grant under 23701 f
(amateur sports - RR 70-4)
Agreeable!

MS

Virginia,

Pls type ltr on rush basis.

Repr in a hurry & I pulled this
from a list.

Thanks,
Mabel



FRANCHISE TAX BOARD

SACRAMENTO, CALIFORNIA 95857

TELEPHONE: 800-852-7050

March 9, 1978

In reply refer to
344:MS:vc:g

33681

Singlehanded Sailing Society, Inc.
#1 5th Avenue
Oakland, CA 94606

Purpose:	Social Welfare
Code Section:	23701f
Form of Organization:	Corporation
Accounting Period Ending:	December 31
Organization Number:	8289830

On the basis of your stated purposes and the understanding that your present operations will continue or will be as proposed in your application, you are exempt from state franchise or income tax under the provisions of the Revenue and Taxation Code Section indicated above. Any changes in operation, character or purposes must be reported to this office immediately for consideration of their effect upon your exempt status. You also must report any change in name or address.

You are required to file Form 199 (Exempt Organization Annual Information Return) or Form 199B (Exempt Organization Annual Information Statement) on or before the 15th day of the 5th month (4½ months) after the close of your accounting period. See annual instructions with forms for requirements.

You are not required to file state franchise or income tax returns unless you have income subject to the unrelated business income tax under Section 23731 of the Code. In this event, you are required to file Form 109 (Exempt Organization Business Income Tax Return) by the 15th day of the 3rd month (2½ months) after the close of your annual accounting period.

If the organization is incorporating, this approval will expire unless incorporation is completed with the Secretary of State within 60 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

***This exemption effective October 5, 1977.**

James H. Giroud
Manager,
Exempt Organizations

cc: Secretary of State (Corp.)

cc: Registrar of Charitable Trusts

APR 19 1978

APR 19 1978