

**ACTION BY WRITTEN CONSENT
OF THE SOLE INCORPORATOR
OF
Bear Valley Springs Astronomy Club, Inc,
A California Nonprofit Corporation,
October 28, 2021**

The undersigned, acting as the sole incorporator of Bear Valley Springs Astronomy Club, Inc, a California Nonprofit Corporation (the "Corporation"), hereby approves and adopts the following resolutions by this written consent without a meeting (this "Written Consent") pursuant to the California Nonprofit Corporation Law, which shall be effective upon the commencement of the Corporation's existence:

RESOLVED, that each person named below is hereby elected to serve as a Director of the Corporation until such time as his or her successor is duly elected and qualified:

John Morris O'Bryan, Jr.
Claude Leslie Plymate
Teresa Anne Bippert-Plymate
Anya Ericsson Norton
Joseph Horswell

RESOLVED FURTHER, that the officers of the Corporation, as elected by the Corporation's Board of Directors, are authorized and directed to insert a copy of this Written Consent in the minute book of the Corporation.

RESOLVED FURTHER, that the undersigned, the sole incorporator of the Corporation, hereby resigns as the incorporator of the Corporation, effective upon the commencement of the Corporation's existence.

IN WITNESS WHEREOF, the undersigned executes this Written Consent as of the date set forth above.



By: Cheyenne Moseley, Assistant Secretary
LegalZoom.com, Inc.



ARTICLES OF INCORPORATION
OF
Bear Valley Springs Astronomy Club, Inc

I.

The name of the corporation is Bear Valley Springs Astronomy Club, Inc

II.

A. This corporation is a nonprofit MUTUAL BENEFIT CORPORATION organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity, other than credit union business, for which a corporation may be organized under such law.

B. This corporation is organized exclusively for pleasure, recreation, and other similar non-profitable purposes, in the context of a social and recreational club as those terms are used in Section 501(c) (7) of the Internal Revenue Code of 1986 or any corresponding provision of any future United States Internal Revenue law. The specific purpose is to promote the study and enjoyment of the science of astronomy in our community and to improve the natural environment by reducing light pollution.

III.

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

John M. O'Bryan Jr.
23871 Lakeview Drive, Tehachapi, CA 93561

IV.

The initial street address of this corporation is 23871 Lakeview Drive, Tehachapi, CA 93561

V.

A. Subject to such limitations and conditions as are or may be prescribed by law, or in the Corporation's Articles of Incorporation or Bylaws, the Corporation shall have all powers which now or hereafter are conferred by law upon a corporation organized for the purposes set forth above, or are necessary or incidental to the powers so conferred, or are conducive to the attainment of the Corporation's purposes.

B. The Corporation shall not carry on or engage in any political campaign relating to the candidacy of any person or otherwise.

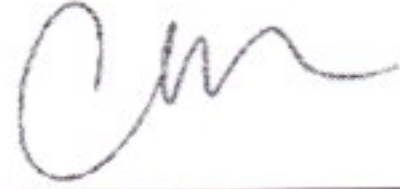
C. No part of the net income of the Corporation shall inure to the benefit of or be distributed to any member, director or officer of the corporation, or any other private individual other than as a legitimate object of the purposes stated in Article II, but reimbursements for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income, earnings or principal.

VI.

Upon winding up and dissolution of the Corporation, any assets remaining after paying of all debts and obligations shall be distributed to another 501(c) (7) organization or other tax exempt non-profit organization with purposes consistent with the purposes of this Corporation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on the date below. Date: 10/25/2021

LegalZoom.com, Inc., Incorporator



By: Cheyenne Moseley, Assistant Secretary