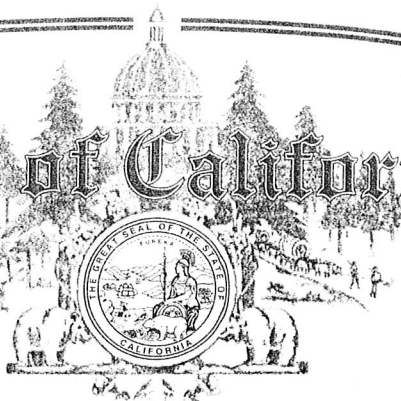


State of California



SECRETARY OF STATE

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

That the attached transcript of 3 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



Bill Jones

Secretary of State

2174968

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

AUG 23 1999

BILL JONES, Secretary of State

ARTICLES OF INCORPORATION
OF
OXNARD PERFORMING ARTS CENTER CORPORATION
A CALIFORNIA PUBLIC BENEFIT CORPORATION

ONE: The name of this corporation is: Oxnard Performing Arts Center Corporation

TWO: This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. This corporation is organized under the nonprofit public benefit corporation law for charitable and public purposes. The specific purposes for which this corporation is organized are:

(a) To oversee, manage and operate, in all respects, the Oxnard Performing Arts Center and Community Center, including, but not limited to, the following:

(1) To educate individuals and organizations as to the programs and resources of the Performing Arts Center and Community Center.

(2) To promote programs and public use of the Performing Arts Center and Community Center.

(3) To promote convention and conference uses of the Performing Arts Center and Community Center.

(4) To provide opportunities for community groups to meet at and use the Performing Arts Center and Community Center.

(b) To apply for and to receive contributions, grants, donations, and loans of all types from individuals, organizations, profit and nonprofit, public and private corporations, government agencies and others to support the above stated purposes;

(c) To determine and conduct or support any and all other lawful things in furtherance of the foregoing charitable and educational purposes.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Gary L. Gillig, City Attorney, City of Oxnard, 300 West Third Street, Oxnard, California 93030.

FOUR: (a) This corporation is organized and operated exclusively for charitable, scientific, literary and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) 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, or in opposition to, any candidate for public office.

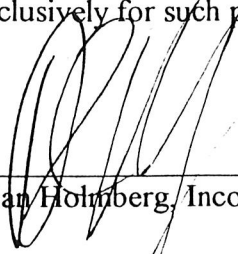
FIVE: The property of this corporation is irrevocably dedicated to charitable and public purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

SIX: (a) PAC may be dissolved for reasons consistent with California and federal law governing tax-exempt organizations by a vote of a two thirds majority of the Board of Directors stating that it is in the best interests of PAC that PAC be dissolved. In addition, the Directors shall by resolution dissolve PAC upon receipt of a resolution of the City Council of the City of Oxnard directing that PAC be dissolved and stating that it is in the public interest and the best interest of PAC that PAC be dissolved.

(b) Upon the dissolution of this corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation exclusively for the purpose of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue law), as the Board of Directors shall determine: provided that if the tax exempt status of PAC and liability of Directors is not affected by so doing, the Directors shall provide that the assets of the corporation shall be

transferred to the City of Oxnard. Any such assets not so disposed of shall be disposed of by the United States District Court of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as the court shall determine, which are organized and operated exclusively for such purposes.

Date: May 27, 1999



Alan Holmberg, Incorporator

