

FILED

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

JUL 6 - 1956

FRANK M. JORDAN, Secretary of State

By W. J. Boyle
Deputy

323600

ARTICLES OF INCORPORATION

OF

SOCIETY OF PHOTOGRAPHIC INSTRUMENTATION ENGINEERS

NAME

Article I. The name of this association is:

SOCIETY OF PHOTOGRAPHIC INSTRUMENTATION ENGINEERS.

PURPOSES

Article II. The purpose of this association shall be the exchange of information and advancement of knowledge of the science of photographic and optical instrumentation and its applications.

Its purposes shall also include:

- (a) The service of industry in all phases of photographic instrumentation;
- (b) The publication of a scientific journal devoted to instrumentation photography, its accomplishments, utilization and advancements;
- (c) Public service by cooperation with local, national and international organizations devoted to research, development and the application of photography.
- (d) Such other scientific, educational and related activities as may be lawfully undertaken with the approval of a majority of the voting members.

NON-PROFIT CORPORATION LAW

Article III. This association is incorporated and organized pursuant to the General Non-Profit Corporation Law; pursuant to Part 1 of Division 2 of Title 1 of the Corporation Code.

Restriction of right
to amend articles

No

Yes

LOCATION OF BUSINESS

Article IV. The principal office for the transaction of the business of this association shall be located at 118 Deauville Street, Playa del Rey, Los Angeles, ^{County,} California.

MEMBERSHIP AND OFFICERS

Article V. Qualifications for membership, including the status of voting and non-voting members, shall be defined in the By-Laws of this association.

The executive functions of the Society shall be vested in the officers and directors elected by the voting membership as provided in the By-Laws of this association.

Section 1. The elected officers shall include: President, Vice-President, Secretary, Treasurer and Members of the Board of Directors as specified in said By-Laws. Their duties shall be those usually performed by such offices, except as provided in the By-Laws.

Section 2. The term of office of all elected officers shall be one (1) year and the President shall not be eligible for more than two (2) consecutive terms.

Section 3. Vacancies in the office of President shall be filled by the remaining elected officers in the order shown in Section 1 of this Article V.

Section 4. A vacancy in any of the other elected offices shall be filled by the Board of Directors.

Section 5. Any elected officer may be removed for due cause. A petition signed by ten percent (10%) of the voting membership shall be presented to the Board of Directors. The question of removal with charges and defenses shall be

presented to the voting membership for vote within thirty (30) days from receipt of such petition. The votes of said members must be counted and action based on such determination must be taken within the next thirty (30) days.

BOARD OF DIRECTORS AND CHAPTERS

Article VI. The direction of the Society and its affairs shall be vested in its Board of Directors.

Section 1. The Board of Directors shall be composed of: The President, who will act as Chairman, the Vice-President, Secretary, Treasurer, Program Chairman, and the immediate Past President who will serve as a member of the Board for the term of office of his immediate successor. Representation of affiliated chapters on the Board of Directors and any additional Directors shall be as specified in the By-Laws of this association.

Section 2. The Board of Directors shall have scheduled semi-annual meetings. The first semi-annual meeting shall be within thirty (30) days after the annual election. The Board of Directors will also meet at such other times as may be directed by the President. A meeting of the Board of Directors must be called by the President within thirty (30) days after petition therefor by two-thirds ($\frac{2}{3}$) of the members of the Board.

Section 3. The assets of the Society shall be controlled by the Board of Directors (except for affiliated chapter assets). The Board of Directors will submit to the membership an annual report of the financial condition of this association.

Chapters shall make regular reports to the Board of Directors.

Upon application, the Board of Directors may grant a charter for the purpose of organizing an affiliated chapter. The requirements for such an affiliation shall be defined in the By-Laws of this association. Any new chapter shall adopt By-Laws of its own choosing, provided these are not incompatible with the Constitution and By-Laws of the Society, together with such local constitutional provisions as may be required by law.

BY LAWS

Article VII. The business and functions of the association, not otherwise defined in the Constitution, shall be regulated by the By-Laws. Such By-Laws may be amended by vote or written assent of a majority of the members entitled to vote, or a vote of a majority of a quorum at a meeting duly called for the purpose according to the By-Laws.

DIRECTORS AND INCORPORATORS

Article VIII. The incorporators and initial Board of Directors of this association shall be five (5), and the names and addresses of such incorporators and initial Directors who are appointed to act until the annual meeting of voting members and to serve until the election and qualification of their successors are as follows:

President	RICHARD R. COUNCILMAN	118 Deauville Street Playa del Rey, California
Vice-President	CHARLES E. TAYLOR	4117 Via Nivel Palos Verdes Estates, California

Secretary	ROBERT M. BETTY	11641 Strathern Street North Hollywood, California
Treasurer	STANLEY E. BAKER	8321 Keokuk Avenue Canoga Park, California
Program Chairman	ROBERT L. WOLTZ	2200 Coldwater Canyon Dr. Beverly Hills, California

NOT FOR PROFIT ACTIVITIES

Article IX. The activities of this Society of Photographic Instrumentation Engineers shall not be conducted for the profit of any individual member and no part of the assets, property or income of this association shall inure to the benefit of any person in his or her capacity as a voting or non-voting member.

IN WITNESS WHEREOF, we, the said incorporators, including each person named in the foregoing Articles as the first Directors of said association, have executed these Articles of Incorporation this 14th day of May, 1956.

Richard R. Councilman
RICHARD R. COUNCILMAN

Charles E. Taylor
CHARLES E. TAYLOR

Robert M. Betty
ROBERT M. BETTY


Stanley E. Baker
STANLEY E. BAKER

Robert L. Woltz
ROBERT L. WOLTZ

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

On this 14th day of MAY, 1956, before me, a Notary Public in and for the County of Los Angeles, State of California, personally appeared RICHARD R. COUNCILMAN, known to me to be the person whose name is subscribed to the within instrument as incorporator, and who is also appointed to act as Director until the annual meeting of the voting members or until the selection and qualification of his successor, and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for said
County and State.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } ES.

On this 14th day of MAY, 1956, before me, a Notary Public in and for the County of Los Angeles, State of California, personally appeared CHARLES E. TAYLOR, known to me to be the person whose name is subscribed to the within instrument as incorporator, and who is also appointed to act as Director until the annual meeting of the voting members or until the selection and qualification of his successor, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.


Notary Public in and for said
County and State.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

On this 25th day of May, 1956, before me, a Notary Public in and for the County of Los Angeles, State of California, personally appeared ROBERT M. BETTY, known to me to be the person whose name is subscribed to the within instrument as incorporator, and who is also appointed to act as Director until the annual meeting of the voting members or until the selection and qualification of his successor, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year first above written in this certificate.

Marion G. Lockwood
Notary Public in and for said
County and State.

My Commission Expires April 12, 1958

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

On this 14th day of May, 1956, before me, a Notary Public in and for the County of Los Angeles, State of California, personally appeared STANLEY E. BAKER, known to me to be the person whose name is subscribed to the within instrument as incorporator, and who is also appointed to act as Director until the annual meeting of the voting members or until the selection and qualification of his successor, and acknowledged to me that he executed the same.


IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

E. J. Thompson
Notary Public in and for said
County and State.

STATE OF CALIFORNIA }
COUNTY OF LOS ANGELES } SS.

On this 14th day of May, 1956, before me,
a Notary Public in and for the County of Los Angeles, State
of California, personally appeared ROBERT L. WOLTZ, known
to me to be the person whose name is subscribed to the
within instrument as incorporator, and who is also ap-
pointed to act as Director until the annual meeting of
the voting members or until the selection and qualification
of his successor, and acknowledged to me that he executed
the same.

IN WITNESS WHEREOF, I have hereunto set my hand and
affixed my official the day and year in this certificate
first above written.


Notary Public in and for said
County and State.

ROBERT C. KIRKWOOD, CHAIRMAN
STATE CONTROLLER

JOHN M. PEIRCE, VICE-CHAIRMAN
DIRECTOR OF FINANCE

PAUL R. LEAKE
CHAIRMAN BOARD OF EQUALIZATION



JUL 6 - 1956
JOHN J. CAMPBELL
EXECUTIVE OFFICER
1020 N STREET
SACRAMENTO 14

State of California
Franchise Tax Board

July 5, 1956

**Society of Photographic Instrumentation
Engineers
c/o M. Daniel Frantz
8840 Olympic Boulevard
Beverly Hills, California**

Gentlemen:

RE: Exemption From Franchise Tax

It is the opinion of this office based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701 of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as **a Professional Society.**

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

You will, however, be required to file an information return Form 199 annually. This return is due on or before the 15th day of the fifth month following the close of your annual accounting period. You are excused from filing the return if your gross income is under \$25,000, in which event you are required to file annually, on or before March 15th, a statement on Form FT-99. These forms will be mailed to you providing this Board is furnished with your current postal address.

However, if you have income that is taxable under the provisions of Section 23771 of the Revenue and Taxation Code, a return on Form 109 must be filed in this office on or before the 15th day of the third month following the close of your annual accounting period. This form may be obtained from this office or any of its branches.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire within thirty days unless incorporation or qualification is completed within such period.

Very truly yours
FRANCHISE TAX BOARD
John J. Campbell
Executive Officer

By *James W. Hamilton*
for **O. M. Gray**
Assistant Counsel

CMG:ds
cc - Sec. of State
(A,E,H)

Na.chg.to SOCIETY OF PHOTO-OPTICAL
INSTRUMENTATION ENGINEERS.

CERTIFICATE OF AMENDMENT

of

ARTICLES OF INCORPORATION

of

SOCIETY OF PHOTOGRAPHIC INSTRUMENTATION ENGINEERS

A47979

323600

FILED

In the Office of the Secretary of State
of the State of California

JUN 23 1964

FRANK M. JORDAN, Secretary of State

By [Signature] Deputy

The undersigned JOHN A. CLEMENTE and JOHN C. PENNOCK, hereby certify that they are now, and respectively since October 30, 1963, and October 30, 1962 have been, the President and Secretary, of SOCIETY OF PHOTOGRAPHIC INSTRUMENTATION ENGINEERS, a California non stock corporation, and further, do hereby certify as follows:

1. That at a special meeting of the Board of Directors held on the 10th day of March, 1963 at 9:00 o'clock P.M. at the Chase Park Plaza Hotel, in the City of St. Louis, State of Missouri, the said Board duly adopted the following resolution:

"The S.P.I.E. Articles of Incorporation shall be amended in toto as follows:

ARTICLES OF INCORPORATION
of
SOCIETY OF PHOTO-OPTICAL
INSTRUMENTATION ENGINEERS

A California Nonprofit Corporation

I.

The name of this corporation is:

SOCIETY OF PHOTO-OPTICAL INSTRUMENTATION ENGINEERS

II.

The purposes for which this corporation is formed, the specific and primary purpose being set forth in Paragraph (a) below, are:

(a) The specific and primary purpose for which this society is organized and operated is to promote the exchange of information and the advancement of knowledge concerning the science of photo-optical instrumentation and its applications.

(b) The general purpose for which this corporation is formed is to operate exclusively for scientific, informational and educational purposes.

(c) This corporation shall have and exercise any and all rights and powers which a corporation organized under the General Nonprofit Corporation Law of the State of California may now or hereafter exercise, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraphs (a) and (b) of this Article II.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

III.

This corporation is organized pursuant to the General Nonprofit 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 Los Angeles.

V.

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The authorized number of directors shall be as set forth in the By-Laws of this corporation as amended from time to time. The names and addresses of the persons who are appointed to act as the first directors are:

<u>Name</u>	<u>Address</u>
Richard R. Councilman	118 Deauville Street Playa Del Rey, California
Charles E. Taylor	4117 Via Nivel Palos Verdes Estates, California
Robert M. Betty	11641 Strathern Street North Hollywood, California
Stanley E. Baker	8321 Keekuk Avenue Canoga Park, California
Robert L. Woltz	2200 Coldwater Canyon Drive Beverly Hills, California

VI.

The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of

members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the By-Laws of this corporation.

VII.

Any action required or permitted to be taken by the Board of Directors under any provision of the General Nonprofit Corporation Law or the General Corporation Law of the State of California may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

VIII.


No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for scientific, informational and educational purposes as the Board of Directors shall determine.


2. That said amendment was adopted and approved by the written consent of the members, and that a copy of the form of said written consent is attached hereto as Exhibit A.

3. That the corporation is one having members of unequal voting power, and that the total number of votes entitled to be cast for or consent to the amendment is 982.

4. That the number of votes cast for or consenting to the amendment was 752 votes.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment of Articles of Incorporation this 30th day of April, 1964.


President


Secretary

STATE OF CALIFORNIA)
COUNTY OF LOS ANGELES) ss.

JOHN A. CLEMENTE and JOHN C. PENNOCK, being
first duly sworn, each for himself deposes and says:

That John A. Clemente is, and has been since
October 30, 1963, the President of SOCIETY OF PHOTOGRAPHIC
INSTRUMENTATION ENGINEERS, a California corporation men-
tioned in the foregoing Certificate of Amendment and John
C. Pennock is, and was at all of said times, the Secretary
of said corporation; that each has read said Certificate
and that the statements therein made are true of his own
knowledge, and that the signatures purporting to be the
signatures of said President and Secretary thereto are the
genuine signatures of said President and Secretary, res-
pectively.

John A. Clemente
John C. Pennock

Subscribed and sworn to before
me this 30th day of April, 1964

Maxine Weiss

Notary Public in and for
said County and State
MAXINE WEISS

My Commission Expires Oct. 17, 1967

My Commission expires: _____

(SEAL)

EXHIBIT A

ARTICLES OF INCORPORATION

I. The name of this corporation is:
Society of Photo-Optical Instrumentation Engineers

II. The purposes for which this corporation is formed, the specific and primary purpose being set forth in Paragraph (a) below, are:

(a) The specific and primary purpose for which this society is organized and operated is to promote the exchange of information and the advancement of knowledge concerning the science of photo-optical instrumentation and its applications.

(b) The general purpose for which this corporation is formed is to operate exclusively for scientific, informational and educational purposes.

(c) This corporation shall have and exercise any and all rights and powers which a corporation organized under the General Nonprofit Corporation Law of the State of California may now or hereafter exercise, provided, however, that this corporation is not empowered to engage in any activity which in itself is not in furtherance of its purposes as set forth in Subparagraphs (a) and (b) of this Article II.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers and the purposes and powers in each clause shall, except where otherwise expressed, be in nowise limited or restricted by any reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

III. This corporation is organized pursuant to the General Nonprofit 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 Los Angeles.

V. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a board of directors. The authorized number of directors shall be as set forth in the By-Laws of this corporation as amended from time to time. The names and addresses

of the persons who are appointed to act as the first directors are:

NAME	ADDRESS
Richard R. Councilman	118 Deauville Street Playa Del Rey, California
Charles E. Taylor	4117 Via Nivel Palos Verdes Estates, California
Robert M. Betty	11641 Strathem Street North Hollywood, California
Stanley E. Baker	8321 Keokuk Avenue Canoga Park, California
Robert L. Woltz	2200 Coldwater Canyon Dr. Beverly Hills, California

VI. The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability of members to dues or assessments and the method of collection thereof, shall be as set forth in the By-Laws of this corporation.

VII. Any action required or permitted to be taken by the Board of Directors under any provision of the General Nonprofit Corporation Law or the General Corporation Law of the State of California may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such Directors.

VIII. No part of the net earnings, properties or assets of this corporation, on dissolution or otherwise, shall inure to the benefit of any private person or individual or any member or Director of this corporation, and on liquidation or dissolution, all properties and assets of this corporation remaining after paying or providing for all debts and obligations shall be distributed and paid over to such fund, foundation or corporation organized and operated for scientific, informational and educational purposes as the Board of Directors shall determine.

Do Not Detach Ballot. Return Entire Sheet in Envelope Provided.

The Society of PHOTOGRAPHIC INSTRUMENTATION ENGINEERS

Consent of Member
to Amendment in Full of Articles of Incorporation

I hereby

☐ CONSENT TO ☐ DISAPPROVE OF

the amendment in full of the Articles of Incorporation
of the Society of Photographic Instrumentation Engineers
as set forth above.

Date: _____, 1963

PLACE

Signature: _____

LAW OFFICES OF
O'MELVENY & MYERS

433 SOUTH SPRING STREET
LOS ANGELES, CALIFORNIA 90013

TELEPHONE 620-1120
CABLE ADDRESS "MOMS"

June
16th
1964

H.W.O'MELVENY 1885-1941
LOUIS W. MYERS 1927-1960

WILLIAM W. CLARY
JAMES L. BEEBE
OF COUNSEL

BEVERLY HILLS OFFICE
9601 WILSHIRE BOULEVARD
BEVERLY HILLS, CALIFORNIA 90210

TELEPHONE 273-4111

EUROPEAN OFFICE

12, RUE HAMELIN

PARIS 16*, FRANCE

TELEPHONE POINCARÉ 56-90

OUR FILE NUMBER

810,770
637,385-83

JOHN O'MELVENY
PAUL FUSSELL
HARRY L. DUNN
PIERCE WORKS
HOMER I. MITCHELL
GRAHAM L. STERLING
WILLIAM B. CARMAN
WAYNARD J. TOLL
JAMES M. IRVINE, JR.
SIDNEY H. WALL
RICHARD C. BERGEN
DEANE F. JOHNSON
RAY H. LINOMAN
JAMES C. GREENE
WILLIAM W. ALSUP
EDWARD C. FREUTEL, JR.
GEORGE F. ELMENDORF

PHILIP F. WESTBROOK, JR.
RODNEY K. POTTER
CLYDE E. TRITT
E. HARLEY WALTHER
WARREN M. CHRISTOPHER
EVERETT B. CLARY
BENNETT W. PRIEST
JAMES E. CROSS
JAMES W. BEEBE
HUGH L. MACNEIL
R. BRADBURY CLARK
BARTON BEEK
RICHARD R. ST. JOHNS
CHARLES G. BAKALY, JR.
WILLIAM W. VAUGHN
RICHARD E. SHERWOOD

F. C. Vogel, Esq.
Associate Counsel and Deputy
Office of the Secretary of State
State of California
Sacramento, California 95814

RE Society of Photographic
Instrumentation Engineers -
Corporate Number 323600

Dear Mr. Vogel:

Enclosed are the original and three copies
of a Certificate of Amendment of the Articles of In-
corporation of the subject corporation.

This Certificate of Amendment is submitted
for filing in spite of the fact that it contains, in
Article V, a provision which you regard as objection-
able. Your objection is to the use of the word
"shall" in the sentence "The authorized number of di-
rectors shall be as set forth in the By-Laws of this
corporation as amended from time to time." As I un-
derstand it, you feel that the word "shall" in this
sentence is objectionable because it might be con-
strued as prohibiting or excluding the other ways in
which the authorized number of directors of a corpora-
tion organized pursuant to the General Nonprofit Cor-
poration Law might be fixed.

We agree with you that it would be better
to use the word "may" instead of the word "shall" in
the sentence quoted above, or to omit the sentence en-
tirely, since its substance is included in subsection
(c) of Section 9401 of the Corporations Code. However,

6-23-64
TO BE FILMED

✓/ed

#2 - F. C. Vogel, Esq. - 6/16/64

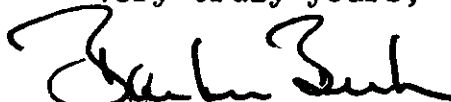
in this instance the form of the Articles of Incorporation, as included in the Certificate of Amendment, has been circulated to all of the members of the Society for their consent (see the form attached as Exhibit A to the Certificate of Amendment). The Society has approximately 1,000 members, and recirculation of the form of consent would involve substantial expense and inconvenience to the Society, which is, of course, a nonprofit organization. Accordingly, we respectfully urge that you accept the certificate for filing in its present form.

I am circulating a memorandum to the other lawyers in our office who handle corporation matters, advising them of your objections to the language quoted above, and we will not regard your acceptance of the enclosed certificate for filing as a precedent for any future filings with your office.

If the certificate is filed, please certify and return to us the three enclosed copies, and bill us for your charges.

Your assistance and advice in this matter, as in many other matters, is very much appreciated.

Very truly yours,



CAP. STOCK: \$ _____ NPV _____
Barton Beek
of O'MELVENY & MYERS

NO CAP. STOCK _____

BB:pk
Filing Encl. 5
Filing Air Mail (Enc. 10) (Disc.) 2
Recording 3
Certification 3 copies: 3
Comparing _____ copies: _____
Making Copy _____ pages: _____
Agent _____
Cert. of Filing _____
Filing Agent _____, etc. _____

Total Chgs. 16
Amt. Received _____
Refund _____
Balance Due 16