



ARTICLES OF INCORPORATION STATE ASSOCIATION OF COUNTY RETIREMENT SYSTEMS

ARTICLE I NAME

The name of this corporation is State Association of County Retirement Systems.

ARTICLE II PURPOSES AND POWERS

- A. This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Public Benefit Corporation Law for public purposes.
- B. The specific and primary purpose for which this corporation is formed is to provide forums for disseminating knowledge of and developing expertise in the operation of county retirement systems existing under the County Employees Retirement Law of 1937 as set forth in California Government Code section 31450 et. seq., and to foster and take an active role in the legislative process as it affects county retirement systems.
- C. The general purposes and powers of this corporation are set forth below.
 - 1. The purposes for which this corporation is organized are exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, and the Regulations promulgated thereunder as they now exist or as they may hereafter be amended (the "Code").
 - 2. Notwithstanding any other provision of these Articles of Incorporation, the directors of this corporation shall not engage, participate or intervene in any activity or transaction that is not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Code or the corresponding provisions of any future United States Internal Revenue law.
 - 3. This corporation shall have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California, including the powers to contract, rent, buy, or sell personal or real property.
- D. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific and primary purpose of this corporation as described in paragraph B above of this Article II.

ARTICLE III
AGENT FOR SERVICE OF PROCESS

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

Shabbir A. Khan, Treasurer
State Association of County Retirement Systems
1415 L Street, Suite 1000
Sacramento, California 95814

ARTICLE IV
BOARD OF DIRECTORS

The direction and management of the affairs of this corporation and the control and disposition of its properties and funds shall be vested in a Board of Directors comprised of such number of persons as may be fixed by the Bylaws of this corporation. The directors shall continue to serve until their successors are selected in the manner provided in the Bylaws of the corporation.

ARTICLE V
RESTRICTIONS

- A. The property of this corporation is irrevocably dedicated to social welfare 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.

- B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for social welfare purposes and which has established its tax exempt status under Section 501(c)(4) of the Code.

ARTICLE VI
INDEMNIFICATION

- A. The liability of the directors and executive officers of this corporation for monetary damages shall be eliminated to the fullest extent permissible under the California Nonprofit Public Benefit Corporations Laws (the "Law"), including, without limitation, as provided in Section 5239 thereof with respect to volunteer directors and volunteer executive officers.
- B. This corporation is authorized to provide for, whether by an agreement or otherwise, the indemnification of "agents," as that term is defined in Section 5238 of the Law. Notwithstanding the immediately preceding sentence, the directors and executive officers of this corporation shall be entitled to indemnification to the fullest extent permitted under, and in accordance with, Section 5238 of the Law.
- C. This corporation shall have the power to purchase and maintain insurance on behalf of any agent pursuant to, and to the fullest extent permitted under, Section 5238 of the Law.
- D. Any repeal or modification of this Article VI shall be prospective only and shall not adversely affect any right or protection of a director, executive officer or other agent of this corporation existing at the time of such repeal or modification.

ARTICLE VII
NAME OF UNINCORPORATED ASSOCIATION

The name of the existing unincorporated association, which is being incorporated, is State Association of County Retirement Systems.

Dated:

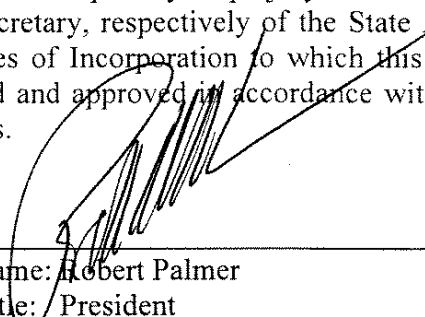
February 16, 2007

Marilyn L. Jacobs
Marilyn L. Jacobs, Incorporator


DECLARATION

Robert Palmer and Clifton Wedington declare under penalty of perjury under the laws of the State of California that they are the President and Secretary, respectively of the State Association of County Retirement Systems referred to in the Articles of Incorporation to which this declaration is attached, and that that association has duly authorized and approved in accordance with its rules and procedures its incorporation by means of those Articles.

Executed at Stockton, California
February 12, 2007.


Name: Robert Palmer
Title: President

Executed at Walnut Creek, California
February 12, 2007.


Name: Clifton Wedington
Title: Secretary

