



ARTICLES OF INCORPORATION  
OF  
TOASTMASTERS INTERNATIONAL

**FILED**  
In the office of the Secretary of State  
OF THE STATE OF CALIFORNIA  
DEC 19 1932  
**FRANK C. JORDAN**  
SECRETARY OF STATE  
By: *[Signature]*  
DEPUTY

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I.

The name of this corporation is TOASTMASTERS INTERNATIONAL.

II.

The purposes for which this corporation is formed are:

(a) To form a non-profit corporation for the purpose of incorporating an existing unincorporated association, the name of which said existing unincorporated association is TOASTMASTERS INTERNATIONAL.

(b) To join the members thereof together in a non-profit corporation which does not contemplate pecuniary gain or profit to the members thereof, for the purpose of promoting the social welfare of each member and for the purpose of enabling the members thereof to gain proficiency in public and after-dinner speaking; and to foster a better appreciation of public speaking.

(c) To organize and grant privileges to subordinate chapters or clubs in any and all of the cities, colonies and dependencies of the United States of America and in foreign countries and to make rules and regulations governing its subordinate chapters or clubs.

(d) To acquire, own, build, lease or otherwise acquire property for a club house or club houses, or other places of meeting for the members of the corporation.

(e) To own, maintain, lease and operate a club house or club houses for the use of the members, and to rent, lease or otherwise let the club house or club houses, or a room or rooms or portions thereof, for hire to the members of the corporation.

(f) To purchase, lease from others, and otherwise acquire, and to sell, convey, transfer, lease to others and otherwise dispose of, mortgage or otherwise encumber real or personal property inci-

1 dental to the operation of this corporation.

2 (g) To execute notes, bonds, and all other obligations  
3 for money borrowed, property purchased, or otherwise acquired by  
4 this corporation, labor done or services performed for this corpora-  
5 tion or any lawful purposes, and to secure the payment of the prin-  
6 cipal and interest of said notes, bonds or other obligations by  
7 mortgage, pledge, deed of trust or otherwise of any and all property  
8 owned or which may be acquired by this corporation; to have a corpor-  
9 ate seal; and generally to transact and carry on any other business  
10 and to exercise any other powers which may be necessary, proper or  
11 convenient to be carried on or exercised in connection with any of  
12 the foregoing purposes incident thereto.

13  
14 III.

15 The County in this State where the principal office for  
16 the transaction of the business of the corporation is to be located  
17 is Los Angeles County.

18 IV.

19 The names and addresses of the persons who are appointed  
20 to act as the first directors of this corporation are as follows,  
21 to-wit:

- |    |                   |  |
|----|-------------------|--|
| 22 | Paul H. Demaree   | 322 North Pine Street<br>Anaheim, California     |
| 23 | Arthur H. Johnson | 966 Dolores Drive<br>Altadena, California        |
| 24 | F. Edward Taylor  | C-6 Surf Side Colony<br>Long Beach, California   |
| 25 | Frederick H. Ely  | 318 Otis Building<br>Santa Anna, California      |
| 26 |                   |  |
| 27 | Jean Bordeaux     | 623 West Fifth Street<br>Los Angeles, California |
| 28 |                   |  |
| 29 |                   |  |
| 30 |                   |  |
| 31 |                   |  |
| 32 |                   |  |

V.

Authority is hereby granted to the members of this corporation entitled to vote, to change from time to time the authorized number of directors of this corporation by a duly adopted amendment of the by-laws of this corporation.

VI.

The name of the existing unincorporated association which is being incorporated is TOASTMASTERS INTERNATIONAL and this corporation does not contemplate pecuniary gain or profit to the members thereof.

IN WITNESS WHEREOF for the purpose of forming this non-profit corporation under the laws of the State of California, we, the undersigned, being the President and Secretary, respectively, of TOASTMASTERS INTERNATIONAL, an existing unincorporated association, pursuant to authority of said unincorporated association, which said association has duly authorized its incorporation, have executed these Articles of Incorporation this 10<sup>th</sup> day of December, 1932.

Paul H. Demaree

Jean Bordeaux

STATE OF CALIFORNIA )  
COUNTY OF LOS ANGELES ) ss.

On this 10<sup>th</sup> day of December, 1932, before me

Mildred L. Brady

, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared PAUL H. DEMAREE and JEAN BORDEAUX, known to be the persons whose names are subscribed to the foregoing Articles of Incorporation and acknowledged to me that they executed the same.

Witness my hand and seal.

Mildred L. Brady

Notary Public in and for the County of Los Angeles, State of California

My Commission Expires

March 5, 1935



**FILED**

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

NOV 10 1948

FRANK W. JORDAN, Secretary of State

By Frank W. Jordan  
Assistant Secretary of State

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
TOASTMASTERS INTERNATIONAL

Place of business changed  
to Orange County

The undersigned, I. A. McANINCH and GEORGE W. S. REED, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting president and secretary of Toastmasters International, a California corporation, and further that:

One: At a regular meeting of the board of directors of said corporation duly held at the Radisson Hotel, Minneapolis, Minnesota, at 4:15 P. M., on the 14th day of August, 1947, at which meeting there were at all times present and acting all of the members of said board, the following resolutions were duly adopted:

"WHEREAS, it is deemed by the board of directors of this corporation to be to its best interests and to the best interests of its shareholders that the Articles of Incorporation be amended to change the location of the principal office of this corporation from Los Angeles County, California to Orange County, California:

NOW, THEREFORE, BE IT RESOLVED that Article III of the Articles of Incorporation of this corporation be amended to read as follows:

'III.

The County in this State where the principal office for the transaction of the business of the corporation is to be located is Orange County.'

AND BE IT RESOLVED FURTHER that the board of directors of this corporation hereby adopts and approves said amendment of the Articles of Incorporation."

Two: At the annual meeting of the members of said corporation duly held at the Radisson Hotel, Minneapolis, Minnesota, at 1:45 P. M. on the 13th day of August 1947, the following resolutions were duly adopted:

"WHEREAS, it is deemed by the members of this corporation to be to its and to their best interests that its Articles of Incorporation be amended to change the location of the principal office of this corporation from Los Angeles County, California to Orange County, California:

NOW, THEREFORE, BE IT RESOLVED that Article III of the Articles of Incorporation of this corporation be amended to read as follows:

' III.

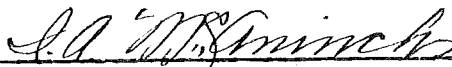
The County in this State where the principal office for the transaction of the business of the corporation is to be located is Orange County. '

AND BE IT RESOLVED FURTHER that the members of this corporation hereby adopt and approve said amendment of its Articles of Incorporation."

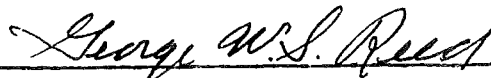
Three: The foregoing amendment was adopted at said members' meeting by the total vote of 377 members.

Four: The total number of members of said corporation entitled to vote on or consent to the adoption of such amendment was 530.

IN WITNESS WHEREOF, the undersigned have executed this certificate of amendment this 5th day of November 1948.



President of  
Toastmasters International



Secretary of  
Toastmasters International

STATE OF CALIFORNIA     )  
                                  ) ss:  
COUNTY OF LOS ANGELES )

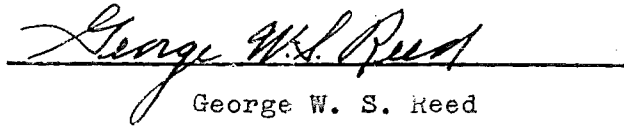
I. A. McANINCH and GEORGE W. S. REED, being first  
duly sworn, depose and say:

That they are the president and secretary, respec-  
tively of Toastmasters International, a California corporation;  
and

That they have read the foregoing Certificate of  
Amendment of Articles of Incorporation and know the contents  
thereof, and that the same is true of their own knowledge.

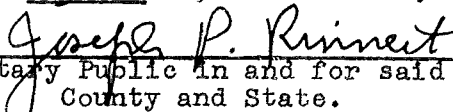


I. A. McAninch



George W. S. Reed

Subscribed and sworn to before me  
this 5<sup>th</sup> day of November, 1948.

  
Notary Public in and for said  
County and State.

*My Commission Expires June 11, 1957*

MCCOLGAN  
COMMISSIONER



STATE OF CALIFORNIA  
OFFICE OF  
**Franchise Tax Commissioner**

SACRAMENTO (14)

September 28, 1944

Mr. R. C. Smedley, Secretary  
Toastmasters International, Inc.  
516 First National Bank Bldg.  
Santa Ana, California

TOASTMASTERS INTERNATIONAL, INC.

*Toastmasters  
International*

*252065*

Dear Mr. Smedley:

The claim of the above-named organization for exemption from California franchise tax is hereby approved. Said organization need not file annual franchise tax returns unless its character, purposes, method of operation, sources of income or the method of distribution of income, be changed. Any change in the mentioned particulars should be promptly reported to this office.

Very truly yours,

CHAS. J. MCCOLGAN  
Franchise Tax Commissioner

By

*Edward A. Sarkisian*  
Edward A. Sarkisian  
Associate Tax Counsel

EAS:ED  
cc-Sec. of State  
cc- J. P. Hollings

FOR VICTORY



FILED

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

OCT 24 1960

FRANK M. JORDAN, Secretary of State  
By *Chas. H. LeRoy*  
Deputy

CERTIFICATE OF AMENDMENT OF  
ARTICLES OF INCORPORATION OF  
TOASTMASTERS INTERNATIONAL

52065  
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A21918

The undersigned, EMIL H. NELSON and MAURICE FORLEY, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary-Treasurer of Toastmasters International, a California corporation, and further that:

One: At a regular meeting of the Board of Directors of said corporation duly held at the principal office of the corporation, Santa Ana, California, at 9:00 o'clock A.M. on the 5th day of March, 1960, at which meeting there were at all times present and acting all of the members of said Board, the following resolutions were unanimously adopted:

"WHEREAS, the Articles of Incorporation of Toastmasters International do not specifically provide that no part of its earnings, or of its assets in event of its dissolution, shall inure to the benefit of any private individual or member club in the manner described in Internal Revenue Code, Section 501 (c) (3), and in Income Tax Regulations, Section 1.501 (c) (3)-1(b) (4);

AND WHEREAS, said Articles of Incorporation should so provide in order to assure to this corporation income tax exemption under the provisions applicable to a corporation organized exclusively for educational purposes and also to assure that this corporation's earnings and assets will forever be used solely for the purposes for which it was organized;

BE IT RESOLVED, that the Articles of Incorporation of Toastmasters International be amended by adding a new article thereto as follows:

'VII

No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member club, Director or Officer of this corporation or to any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. In event of dissolution of this corporation its assets shall be distributed to an educational organization or institution which qualifies for tax exemption under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of the Internal Revenue laws of the United States of America in effect at that time, and which organization or institution can best accomplish the general objectives for which this corporation was organized. Said

educational organization or institution shall be selected by a two-thirds vote of the entire voting membership of the Board of Directors, or in the event the Board of Directors does not make such selection then by a Court of competent jurisdiction within the State of California.'

AND BE IT RESOLVED FURTHER, that the President and Secretary-Treasurer of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of the member clubs of this corporation, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by the Corporations Code of the State of California, and in general to do all things necessary to effect said amendment in accordance with said Corporations Code."

Two: At the annual meeting of the members of said corporation duly held at the Dinkler-Plaza Hotel, Atlanta, Georgia, at 10:30 o'clock A.M., on the 17th day of August, 1960, the following resolutions were unanimously adopted:

"WHEREAS, it is deemed by the members of this corporation to be to its and to their best interests that its Articles of Incorporation be amended to assure that its earnings and assets will forever be used solely for the purposes for which it was organized;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of Toastmasters International be and they hereby are amended by adding a new article thereto, to be numbered VII and to read as follows:

'VII

No part of the income or principal of this corporation shall inure to the benefit of or be distributed to any member club, Director or Officer of this corporation or to any other private individual, but reimbursement for expenditures or the payment of reasonable compensation for services rendered shall not be deemed to be a distribution of income or principal. In event of dissolution of this corporation its assets shall be distributed to an educational organization or institution which qualifies for tax exemption under Section 501 (c) (3) of the Internal Revenue Code, or the corresponding provisions of the Internal Revenue laws of the United States of America in effect at that time, and which organization or institution can best accomplish the general objectives for which this corporation was organized. Said educational organization or institution shall be selected by a two-thirds vote of the entire voting membership of the Board of Directors, or in the event the Board

of Directors does not make such selection then by a Court of competent jurisdiction within the State of California."

Three: The foregoing amendment was unanimously adopted at said members' meeting by the total vote of 3,524.

Four: The total number of members of said corporation entitled to vote on or consent to the adoption of such amendment was 3,524.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 17th day of August, 1960.



\_\_\_\_\_  
President of  
Toastmasters International

(Corporate  
Seal)



\_\_\_\_\_  
Secretary-Treasurer of  
Toastmasters International



157065

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION OF TOASTMASTERS INTERNATIONAL

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

OCT 4 1961 FRANK M. MOONAN Secretary of State

By [Signature] Deputy

The undersigned, HERMAN E. HOCHÉ and MAURICE FORLEY, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary-Treasurer of Toastmasters International, a California corporation, and further:

ONE: That at a regular meeting of the Board of Directors of said corporation duly held at the principal office of the corporation, Santa Ana, California, at 9:00 o'clock A.M. on the 11th day of March, 1961, at which meeting there were at all times present and acting all of the members of said Board, the following resolutions were unanimously adopted:

"WHEREAS, the Articles of Incorporation of Toastmasters International do not clearly and emphatically specify the educational purposes, functions, materials and methods of Toastmasters International;

AND WHEREAS, said Articles of Incorporation should show unmistakably that education is the sole business of Toastmasters International in order to assure to this corporation income tax exemption under the provisions of the United States Internal Revenue Code and Income Tax Regulations applicable to a corporation organized exclusively for educational purposes;

BE IT RESOLVED, that the Articles of Incorporation of Toastmasters International be amended by amending Article II thereof to read as follows:

'II

The purposes for which this corporation is formed are:

(a) To form a non-profit corporation for the purpose of incorporating an existing unincorporated association, the name of which said existing unincorporated association is TOASTMASTERS INTERNATIONAL.

(b) To join the member clubs in a non-profit corporation which does not contemplate pecuniary gain or profit to the members, for the purpose of providing educational methods, programs, materials and opportunities which will enable the individual members of the clubs to learn and apply the principles and techniques of effective oral and written communications and related subjects.

(c) To organize and grant privileges to subordinate chapters or clubs in any and all of the cities, colonies and dependencies of the United States of America and in foreign countries and to make rules and regulations governing its subordinate chapters or clubs.

(d) To acquire, own, build, lease or otherwise

acquire such property as may be necessary to carry out the administration and operation of the educational objectives of the corporation.

(e) To purchase, lease from others, and otherwise acquire, and to sell, convey, transfer, lease to others and otherwise dispose of, mortgage or otherwise encumber real or personal property incidental to the operation of this corporation.

(f) To execute notes, bonds, and all other obligations for money borrowed, property purchased, or otherwise acquired by this corporation, labor done or services performed for this corporation or any lawful purposes, and to secure the payment of the principal and interest of said notes, bonds or other obligations by mortgage, pledge, deed of trust or otherwise of any and all property owned or which may be acquired by this corporation; to have a corporate seal; and generally to transact and carry on any other business and to exercise any other powers which may be necessary, proper or convenient to be carried on or exercised in connection with any of the foregoing purposes incident thereto.'

AND BE IT RESOLVED FURTHER, that the President and Secretary-Treasurer of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of the member clubs of this corporation, and thereafter to sign and verify by their oaths and to file a certificate in the form and manner required by the Corporations Code of the State of California, and in general to do all things necessary to effect said amendment in accordance with said Corporations Code."

TWO: That at the annual meeting of the members of said corporation duly held at the Olympic Hotel, Seattle, Washington, at 10:30 o'clock A.M., on the 27th day of July, 1961, the following resolutions were unanimously adopted:

"WHEREAS, it is deemed by the members of this corporation to be to its and to their best interests that its Articles of Incorporation be amended to show unmistakably that education is the sole business for which it was organized;

NOW, THEREFORE, BE IT RESOLVED, that the Articles of Incorporation of Toastmasters International be and they hereby are amended by amending Article II thereof to read as follows:


'II \* \* \* '

THREE: That the amended Article II as set forth in the Directors' resolution was set forth in the members' resolution at the place indicated by the \* \* \* above.


FOUR: That the foregoing amendment was unanimously adopted at said members' meeting by the total vote of 4,068.

FIVE: That the total number of members of said corporation entitled to vote on or consent to the adoption of such amendment was 4,068.

IN WITNESS WHEREOF, the undersigned have executed this Certificate of Amendment this 20th day of September 1961.

  
\_\_\_\_\_  
President of  
Toastmasters International

(Corporate  
Seal)

  
\_\_\_\_\_  
Secretary-Treasurer of  
Toastmasters International

STATE OF CALIFORNIA )  
                          ) ss.  
County of Orange     )

HERMAN E. HOCHÉ and MAURICE FORLEY, being first duly sworn, depose and say:


That they are the President and Secretary-Treasurer, respectively, of Toastmasters International, a California corporation; and

That they have read the foregoing Certificate of Amendment of Articles of Incorporation and know the contents thereof, and that the same is true of their own knowledge.

  
\_\_\_\_\_  
HERMAN E. HOCHÉ

  
\_\_\_\_\_  
MAURICE FORLEY

Subscribed and sworn to before me  
this 20th day of September, 1961.

(Seal)   
\_\_\_\_\_  
Flora J. Wiley  
Notary Public in and for said County  
and State.

My Commission Expires October 9, 1964

#152065

FILED  
In the office of the Secretary of State  
of the State of California  
SEP 29 1994

A451887

CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION  
OF  
TOASTMASTERS INTERNATIONAL

*Tony Miller*  
Acting Secretary of State

Pauline Shirley and Frank Chess certify that:

1. They are the President and the Secretary, respectively, of Toastmasters International, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached amended and restated Articles of Incorporation.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. The foregoing amendment and restatement has been duly approved by the required vote of this corporation's members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true of our own knowledge.

DATED: Sept 22, 1994

*Pauline Shirley*  
Pauline Shirley, President

DATED: Sept 26, 1994

*Francis D. Chess*  
Frank Chess, Secretary

ARTICLES OF INCORPORATION  
OF  
TOASTMASTERS INTERNATIONAL

ARTICLE I

The name of this corporation is Toastmasters International.

ARTICLE II

This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

The specific and primary purpose of this corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), by joining its member Clubs to provide educational methods, programs, materials, and opportunities that enable the individual members of the Clubs to learn and apply the principles and techniques of effective oral communications, leadership, and related subjects, in a manner which provides no pecuniary gain or profit for the individual members of the Clubs.

ARTICLE III

This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Code. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable 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 (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes, that has established its tax-exempt status under Section 501(c)(3) of the Code, and that would be able to accomplish the general objectives of this corporation.

## ARTICLE V

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

STATE OF NEW YORK  
COUNTY OF ...  
...  
...



F:\WP51\TEXT\CLIENT\TOAST\GOVERN\TI-ART.NEW



I hereby certify that the foregoing transcript of 19 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUN 26 2014

Date: \_\_\_\_\_ MR

*Debra Bowen*  
DEBRA BOWEN, Secretary of State