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FORM NFP 102.10 (rev. Dec. 2003)
ARTICLES OF INCORPORATION
General Not For Profit Corporation Act



Jesse White, Secretary of State
Department of Business Services
Springfield, IL 62756
Telephone (217) 782-9522
www.cyberdriveillinois.com

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Eugene "Gene" Moore Fee: \$38.50
Cook County Recorder of Deeds
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JESSE WHITE
SECRETARY OF STATE

File # 6409-631-1 Filing Fee: \$ 50.00 Approved: 23
Submit in duplicate Type or Print clearly in black ink Do not write above this line

Article 1. The name of the corporation is: ACG Orange County, Inc.

Article 2. The name and address of the initial registered agent and registered office are:

Registered Agent Carl A. Wangman
Registered Office 1926 Waukegan Road, Suite 1
Number Glenview Street Ill. ZIP Code 60025 County Cook
(Suite #) (A P.O. Box alone is not acceptable)

Article 3. The first Board of Directors shall be 37 in number, their names and addresses being as follows: (Not less than three)

| Directors Names | Street Address | City | State | ZIP Code |
|------------------------------------|----------------|------|-------|----------|
| See Attached Schedule of Directors | | | | |
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| | | | | |
| | | | | |
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Article 4. The purposes for which the corporation is organized are:
SEE ATTACHMENT

(over)

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Article 4. (continued)

Is this corporation a Condominium Association as established under the Condominium Property Act?
 Yes No (Check one)

Is this corporation a Cooperative Housing Corporation as defined in Section 216 of the Internal Revenue Code of 1954? Yes No (Check one)

Is this corporation a Homeowner's Association which administers a common-interest community as defined in subsection (c) of Section 9-102 of the code of Civil Procedure? Yes No


Article 5. Other provisions (please use separate page if additional space is needed):

SEE ATTACHMENT

Article 6. **NAMES & ADDRESSES OF INCORPORATORS**

The undersigned incorporator(s) hereby declare(s), under penalties of perjury, that the statements made in the foregoing Articles of Incorporation are true.

Dated March 4, 2005
(Month & Day) (Year)

| SIGNATURES AND NAMES | POST OFFICE ADDRESS |
|---|--|
| 1. <u></u> Signature <u>Vera Penev</u> Name (please print) | 1. <u>3500 Three First National Plaza</u> Street <u>Chicago, IL 60602</u> City/Town State ZIP |
| 2. _____ Signature _____ Name (please print) | 2. _____ Street _____ City/Town State ZIP |
| 3. _____ Signature _____ Name (please print) | 3. _____ Street _____ City/Town State ZIP |
| 4. _____ Signature _____ Name (please print) | 4. _____ Street _____ City/Town State ZIP |
| 5. _____ Signature _____ Name (please print) | 5. _____ Street _____ City/Town State ZIP |

(Signatures must be in **BLACK INK** on original document. Carbon copied, photocopied or rubber stamped signatures may only be used on the duplicate copy.)

- If a corporation acts as incorporator, the name of the corporation and the state of incorporation shall be shown and the execution shall be by a duly authorized corporate officer. Please print name and title beneath the officer's signature.
- The registered agent cannot be the corporation itself.
- The registered agent may be an individual, resident in this State, or a domestic or foreign corporation, authorized to act as a registered agent.
- The registered office may be, but need not be, the same as its principal office.
- A corporation which is to function as a club, as defined in Section 1-3.24 of the "Liquor Control Act" of 1934, must insert in its purpose clause a statement that it **will comply with the State and local laws and ordinances relating to alcoholic liquors.**

FOR INSERTS – USE WHITE PAPER – SIZE 8 1/2 x 11

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**SCHEDULE OF DIRECTORS
TO FORM NFP-102.10
ARTICLES OF INCORPORATION
OF
ACG ORANGE COUNTY, INC.**

Article 3.

| <u>Name</u> | <u>Street Address</u> |
|------------------|---|
| Tracy Albert | Houlihan Lokey Howard & Zukin 1930 Century Park West Los Angeles, CA 90067-6802 |
| Scott Appel | Hein & Associates LLP 333 City Blvd. West, # 2100 Orange, CA 92868 |
| Darleen Armour | Cronkite & Kissell One Park Plaza, #600 Irvine, CA 92614 |
| Chip Brown | KLF LLC 2918 Canto De Los Ciervos San Clemente, CA 92673 |
| Christopher Bull | McDermott & Bull 111 Pacifica Suite 200 Irvine, CA 92618 |
| Maynard Carkhuff | Clinitec Ventures 12021 Theta Road Santa Ana, CA 92705 |
| Don Carnegie | St. George & Carnegie 5405 Alton Parkway, Suite 5A #540 Irvine, CA 92604 |
| James Chandler | Somo Partners 1283 Conway Ave., # 100 Costa Mesa, CA 92626 |

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| <u>Name</u> | <u>Street Address</u> |
|------------------|---|
| Brett Crabtree | Marsh Private Equity 777 S. Figueroa St. Los Angeles, CA 90017 |
| Robert Divine | O'Shea Divine & Company, Inc. 363 San Miguel Dr., Suite 200 Newport Beach, CA 92660 |
| Valerio Giannini | NewCap Partners Inc. 1122 Bristol St. Costa Mesa, CA 92626 |
| Bart Greenberg | Manatt, Phelps & Philips, LLP 695 Town Center Dr., 14th Fl. Costa Mesa, CA 92626 |
| Karl Hardesty | Tatum Partners 2040 Main, 9th Fl. Irvine, CA 92614 |
| James Hickey | Merrill Corporation 2603 Main St., #100 Irvine, CA 92614 |
| Michelle Hodges | Gibson, Dunn & Crutcher LLP 4 Park Plaza. Irvine, CA 92614 |
| Linda Hughes | Hughes & Associates Inc. 685 Glomstad Lane. Laguna Beach, CA 92651 |
| Wing Lam | Wahoo's Fish Taco 2855 Pullman Street Santa Ana, CA 92705 |
| James Largent | 10190 Overhill Dr. Santa Ana, CA 92705 |
| Michael Lowell | B. Riley & Co. 4675 MacArthur Court, Suite 1500 Newport Beach, CA 92660 |

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| <u>Name</u> | <u>Street Address</u> |
|---------------------|---|
| Lloyd Miller | RSM McGladrey Inc. 18401 Von Karman Avenue, 5 th Floor Irvine, CA 92612 |
| C. Douglas Mitchell | Tatum Partners 2040 Main Street, 9 th Floor Irvine, CA 92614 |
| Geza Molnar | Solar Integrated Technologies 1837 Martin Luther King Jr. Blvd. Los Angeles, CA 90058 |
| Matthew Ohrnstein | Caliber Collision Centers 17771 Cowan Ave., Suite 100 Irvine, CA 92614 |
| Michele O'Leary | Union Bank of California 18300 Von Karman, Suite 310 Irvine CA 92612 |
| Carolyn Powell | First Republic Bank 3991 MacArthur Blvd., Suite 300 Newport Beach, CA 92660 |
| Anthony Richardson | 29962 Hillside Terrace San Juan Capistrano, CA 92675 |
| Ralph Rodheim | Rodheim Marketing Group 125 E. Baker St., Suite 266 Costa Mesa, CA 92626 |
| Adam Roseman | Tompkins Capital Group 620 Newport Center Drive, Suite 1100 Newport Beach, CA 92660 |
| Brian Ruttencutter | 1071 Castlerock Lane Cowan Heights, CA 92705 |
| Tony Saucedo | City National Bank One Center Pointe Dr., Suite 150 LaPalma, CA 90623 |

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| <u>Name</u> | <u>Street Address</u> |
|-----------------------|--|
| James Scheinkman | Snell & Wilmer 1920 Main Street, Suite 1200 Irvine, CA 92612 |
| Ardelle St.George | St.George & Carnegie 5405 Alton Parkway Suite 5A #540 Irvine, CA 92604 |
| Michael Stockwell | P.O Box 1141 Corona del Mar, CA 92625 |
| Glenn von dem Bussche | Meredith Executive Management, Inc. 24161 Whitetail Drive Glen Ivy, CA 92883 |
| John Whates | 5286 Rural Ridge Circle Anaheim, CA 92807 |
| Leonard Whitehorn | 24731 LaPlata Drive Laguna Niguel, CA 92677 |
| Nick Yocca | Stradling Yocca Carlson & Rauth 660 Newport Center Drive, Suite 1600 Newport Beach, CA 92660 |

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**ATTACHMENT
TO FORM NFP-102.10
ARTICLES OF INCORPORATION
OF
ACG ORANGE COUNTY, INC.**

Article 4. The corporation is organized for educational purposes, including:

(a) Conducting local educational programs for, and facilitating networking activities of, members of this corporation as a chapter of the Association for Corporate Growth, Inc. an Illinois not-for-profit corporation (the "Association") in fulfillment of the purposes of the Association.

(b) Coordinating such educational and networking activities with those of other chapters of the Association.

Article 5.

(a) No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, any of its members, directors, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make expenditures in furtherance of the purposes set forth herein. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of (or in opposition to) any candidate for public office. Notwithstanding any other provision of these Articles of Incorporation, the corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Internal Revenue Code of 1986, as amended (the "Code"), or successor provisions.

(b) The corporation is not organized for profit, and the corporation shall not engage in any business of a kind ordinarily carried on for profit.

(c) The business and affairs of the corporation shall be managed by the Board of Directors.

(d) The corporation shall enter into a Chapter Affiliation Agreement (the "Chapter Affiliation Agreement") with the Association, pursuant to which the corporation shall be granted a charter to operate as a chapter of the Association.

(e) The By-Laws of the corporation shall be adopted, amended, altered or repealed upon the affirmative vote of a majority of the directors then in office.

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(f) The corporation shall dissolve upon the termination of the Chapter Affiliation Agreement.

(g) Upon the dissolution or final liquidation of the corporation, the Board of Directors (i) shall pay or make provision for the payment of all of the liabilities of the corporation, (ii) shall return, transfer or convey any assets held by the corporation which are subject to the condition that the assets be returned, transferred or conveyed upon dissolution or liquidation of the corporation in accordance with the term of such condition, and (iii) shall distribute the remaining assets of the corporation to the Association, provided that the Association then qualifies as an organization exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code; or, if the Association does not so qualify, to one or more organizations that then qualify as exempt from federal income tax pursuant to the provisions of Section 501(c)(6) of the Code, or to the federal government, or to a state or a local government, for a public purpose, as the Board of Directors shall determine.

RETURN RECORDED DOCUMENT TO:

VERA PENEV
UNGARETTI & HARRIS
3500 THREE FIRST NATIONAL PLAZA
CHICAGO, ILLINOIS 60602-4283