

ARTICLES OF INCORPORATION  
OF  
PROMOTE L.A. TRADE – IAPH 2013

ARTICLE ONE

The name of this corporation shall be “Promote L.A. Trade – IAPH 2013”.

ARTICLE TWO

This corporation shall continue in existence perpetually unless dissolved pursuant to law and consistent with the terms of the Bylaws of this corporation.

ARTICLE THREE

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 public purposes.

The specific public purpose of this corporation is for promoting the social welfare of the residents and citizens of the City of Los Angeles and Los Angeles County, California, and the surrounding metropolitan area by conducting activities that further the development of the Port of Los Angeles and thereby increasing economic development in the metropolitan area. Specifically, the corporation will provide a forum for maritime executives and other maritime related industry leaders from around the world to exchange information and ideas through various educational activities and provide information regarding developing trends in international trade, transportation and ports and harbors, by conducting the 2013 International Association of Ports and Harbors Convention – Los Angeles in the City of Los Angeles, California and County of Los Angeles, California in the spring of 2013, and the undertaking of matters related to the conduct of such convention.

The corporation shall not “engage in a regular business of a kind ordinarily carried on for profit” within the meaning of Section 501(c)(3) or Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the “Code”), and the Treasury Regulations promulgated thereunder. The broadest discretion is vested in and conferred upon the Directors for the accomplishment of these purposes subject to the condition that the corporation may not undertake any action which may not be undertaken by an organization described in Section 501(c)(3) or Section 501(c)(4) of the Code.

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 distributing of statements) any political campaign on behalf of (or in opposition to) any candidate for public office.

**TRANSMITTAL 1**

Nothing in this Article shall be construed as authorizing the corporation to transact any business expressly prohibited by laws of the State of California, or to engage in any activity that cannot lawfully be engaged in by a non-profit corporation incorporated under the laws of the State of California.

#### ARTICLE FOUR

The principal place of business of this corporation shall be located at 425 S. Palos Verdes Street, San Pedro, California 90731.

#### ARTICLE FIVE

The name and address in the State of California of this corporation's initial agent for service of process is Thomas A. Russell, Office of the City Attorney, 425 S. Palos Verdes Street, San Pedro, California 90731.

#### ARTICLE SIX

The property of this corporation is irrevocably dedicated to charitable 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, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments on and distributions in furtherance of the purposes set forth in Article III hereof.

Upon the dissolution or winding up of the 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 charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Code, such organizations to be selected by the Board of Directors.

#### ARTICLE SEVEN

The name and address of the incorporator is: Theresa Adams Lopez, 425 S. Palos Verdes Street, San Pedro, California, 90731.

Dated: \_\_\_\_\_

INCORPORATOR

\_\_\_\_\_  
Theresa Adams Lopez

I hereby declare that I am the person who executed the foregoing Articles of Incorporation, which execution is my act and deed.

\_\_\_\_\_  
(Signature of Incorporator)