

**State of California**  
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 32 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

OCT 19 2009

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN  
Secretary of State

NK 5

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

JUN 17 1980

MARCH FURUS ELL, Secretary of State

By Bill Heller  
Deputy

ARTICLES OF INCORPORATION  
OF  
CCF, INC.

ARTICLE I

The name of this corporation shall be:

CCF, INC.

ARTICLE II

4  
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/<sup>Corporation</sup> Law for charitable purposes.

B. This corporation is organized and shall be operated exclusively for the benefit of, to perform the functions of, and to carry out the purposes of the California Community Foundation. In furtherance thereof, the corporation shall be operated exclusively for charitable, scientific and literary purposes.

### ARTICLE III

The name and address in the State of California of this corporation's initial agent for service of process is Mr. Jack Shakely, CCF, Inc., 333 South Hope Street, Los Angeles, California, 90071.

### ARTICLE IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any

political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

#### ARTICLE V

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 thereof or to the benefit of any private person. 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 Internal Revenue Code.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office,

upon petition therefor by the Attorney General or by any persons concerned in the liquidation, in a proceeding to which the Attorney General is a party.

DATED: June 17, 1980

By Charles C. Lee  
Charles C. Lee  
(Incorporator)

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

Charles C. Lee  
Charles C. Lee  
(Incorporator)

NCAD:

990367

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FILED

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

AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

DEC 29 1988

CCF, Inc.

*March Fung*  
MARCH 1989 LB, Secretary of State

STEPHEN P. GAVIN and CATHERINE GOULD certify that:

1. They are the Chairman of the Board and Secretary, respectively of CCF, Inc., a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full:

ARTICLE I

NAME

The name of this corporation is CALIFORNIA COMMUNITY FOUNDATION.

ARTICLE II

PURPOSES

Section 1. 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 charitable purposes.

Section 2. The specific purpose of this corporation is to receive and accept property to be administered under these Articles of Incorporation exclusively for charitable purposes primarily in or for the benefit of the counties of Los Angeles, Orange, Riverside, San Bernardino and Ventura, California, and

such other areas as the Board of Directors may from time to time determine (the "Community"), including for such purposes:

(a) The administration of funds given for charitable purposes,

(b) The making of distributions for such purposes in accordance with the terms of gifts, bequests or devises to this corporation not inconsistent with the purposes of these Articles of Incorporation or in accordance with determinations by the Board of Directors of this corporation.

(c) The making of distributions to qualified charitable organizations or for charitable purposes, and

(d) The modification of any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

Section 3. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue code of 1986 (the "Code") and applicable Treasury Regulations thereunder.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

Section 6. It is intended that this corporation shall have, and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. It is further intended that this corporation shall conduct its affairs so as to qualify as a community trust or foundation as that term is defined in Treas. Reg § 1.170A-9(e)(11). All terms and provisions of these Articles of Incorporation, and all operations of this corporation, shall be construed, applied and carried out in accordance with such intent.

### ARTICLE III

#### DONORS' GIFTS AND DIRECTIONS

Section 1. Donors may from time to time make gifts to or for the use of this corporation.

Section 2. Each donor by making a gift to or for the use of this corporation shall be deemed to accept, agree and consent to all of the terms of these Articles of Incorporation and the Bylaws of this corporation. Each donor shall be deemed to agree that the fund created by such donor shall be subject to the provisions for presumption of donors' intent, for modification of restrictions or conditions, and for amendments and termination, and to all other terms of these Articles of Incorporation and Bylaws as from time to time amended. In addition, each donor shall be deemed to agree that such fund will be held and administered so as to qualify as a "component fund" (within the meaning of Treas. Reg. § 1.170A-9(e)(11)) of this corporation.

Section 3. If a gift is made to this corporation in trust to make income or other payments to or for the use of this corporation, followed by payments to any individuals or for noncharitable purposes, it shall not be treated as a component fund of this corporation but rather only the payments to or for the use of this corporation shall be regarded as corporate funds subject to these Articles of Incorporation and only when this corporation becomes entitled to their use. If a gift is made to this corporation in trust to make income or other payments for a period of a life or lives, or other period, to any individuals or

for noncharitable purposes, followed by payments to or for the use of this corporation, it shall be treated similarly until all such noncharitable interests expire and the fund becomes a component fund of this corporation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further this corporation's rights in any such funds, whether components or noncomponents, or to protect its rights to receive payments from such funds.

Section 4. Any donor or donor advisory committee may, with respect to a gift made by such donor to or for the use of this corporation, give directions, subject to the limitations of Article IV, at the time of the gift as to (a) the field of charitable purposes or particular charitable organizations or purposes to be supported, (b) the manner of distribution including amounts, times and conditions of payments and whether from principal or income, and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. Any directions provided after the time of the gift shall be provided on a timely basis that permits the Board of Directors adequate opportunity to consider such directions. All such directions by a donor or donor advisory committee shall be followed except as provided in Article IV.

Section 5. No gift shall be required to be separately invested or held unless it is necessary in order to prevent tax disqualification or it is required by law. Directions for naming

a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting the appropriate interest of such fund in each common investment, by referring to the amount of the gift at the time it was received or by similar means.

#### ARTICLE IV

##### POWERS OF THE BOARD OF DIRECTORS

Section 1. (a) Notwithstanding any provision in these Articles of Incorporation or in any instrument of transfer creating or adding to a fund of this corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organizations, if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

(b) In addition, the Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law. The Board of Directors shall also have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (within the meaning of Treas. Reg. § 1.170A-9(e)(11)(v)(F)) over

a reasonable period of time (as determined by the Board of Directors). The Board of Directors shall exercise its power under this Section 1 of Article IV by affirmative vote of a majority of its members.

Section 2. Notwithstanding any provision in these Articles of Incorporation, in any instrument of transfer creating or adding to a fund or in any instrument establishing or modifying the powers of a donor advisory committee, twenty-five (25) years after the death of the donor the Board of Directors may treat any advised fund as a nonadvised fund if, in its sole discretion, the Board determines such treatment to be in the best interests of this corporation.

Section 3. Each fund of this corporation shall be presumed to be intended (a) to be used only for charitable purposes, (b) to be productive of a reasonable return of net income which (except during the period referred to in Section 3 of Article III) is to be distributed at least annually or, if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and (c) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate and not to disqualify this corporation from exemption from Federal income tax as a qualified charitable organization described in Sections 501(c)(3) and 509(a)(1) of the Code and shall not be otherwise

applied. A donor or donor advisory committee may not impose any material restriction or condition (within the meaning of Treas. Reg. § 1.507-2(a)(8)) that prevents this corporation from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its charitable purposes. If a direction by the donor or donor advisory committee, however expressed, would, if followed, result in a use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is a substantial risk of such result, the directions shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

Section 4. The Board of Directors shall have the authority to enter into contractual relations with other organizations, including nonprofit corporations, which are operated for the benefit of, and to carry out the purposes of, this corporation. It is intended that this corporation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in Section

509(a)(3) of the Code and applicable Treasury Regulations thereunder.

Section 5. The Board of Directors shall exercise all powers granted to it under these Articles of Incorporation and described in Treas. Reg. § 1.170A-9(e)(11)(v)(B), (C) and (D) in the best interests of this corporation.

ARTICLE V  
COMPOSITION AND DUTIES OF  
THE BOARD OF DIRECTORS

Section 1. The Board of Directors of this corporation shall represent the broad interests of the public rather than the personal or private interests of a limited number of donors. This requirement will be met if this corporation has a governing body comprised of citizens of the United States, residents of the Community, selected for their knowledge of the educational, cultural, civic, moral, public and other charitable needs of the Community and on the basis of activity in, interest in, or representation of public institutions or organizations in the Community which are concerned with charitable, educational and public needs. Directors appointed hereunder shall act in their own right and not as representatives of any interest or group.

Section 2. This corporation shall observe the following limitations with respect to terms of office for the Board of Directors and the composition of its Board of Directors:

(a) Directors may not serve a period of more than ten consecutive years;

(b) Upon completion of a ten-year period of service, no person may serve again for a three year period of time;

(c) Persons described in Section 4946(a)(1)(A) or (C) through (G) of the Code shall not constitute more than one-third of the Board of Directors (for the purposes of this subsection (c), the corporation shall be deemed a "private foundation" as that term is employed in Section 4946(a)(1)(A) and (C) through (G) of the Code); and

(d) Representatives of banks or trust companies which serve as trustees, investment managers, custodians or agents, plus persons described in paragraph (c) of Section 2 of this Article IV, shall not constitute a majority of the Board of Directors.

Section 3. The Board of Directors shall take appropriate action to make this corporation known to people within the Community and in that connection shall seek gifts to this corporation from a wide segment of the population of the Community.

Section 4. Each member of the Board of Directors shall serve in a fiduciary capacity and shall refrain from exercising any powers in such manner as to disqualify this corporation from Federal income tax exemption as a qualified charitable organization and as a public charity or any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate.

**ARTICLE VI**  
**SELF-DEALING**

This corporation shall not engage in any act with any person which would constitute self-dealing within the meaning of Section 4941 of the Code. (For the purposes of this Article VI, the corporation shall be deemed a "private foundation" as that term is employed in Section 4941 of the Code.)

**ARTICLE VII**  
**DISSOLUTION**

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 thereof or to the benefit of any private person. 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 in such proportions as shall be determined by its Board of Directors, in its sole discretion, to such nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code.

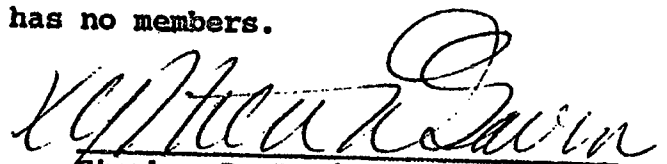
**ARTICLE VIII**  
**AMENDMENTS**

Subject to Section 5612 (A) of the California Corporations Code, these Articles of Incorporation may be amended by the Board, provided, however, that Article II, Section 2, Paragraph

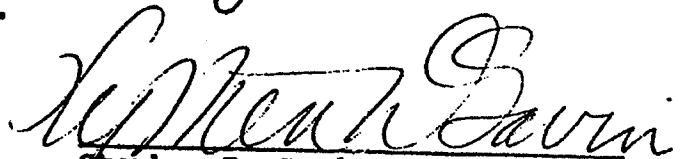
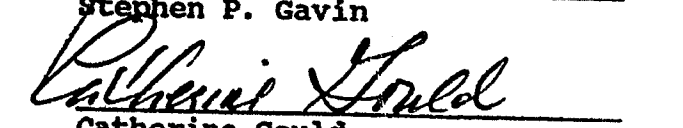
(d), Article IV, Section 1, Paragraph (a) and Article VI may not be amended unless approved by a decree of the Superior Court or approved by the California Attorney General.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.

4. The corporation has no members.

  
Stephen P. Gavin, Chairman  
  
Catherine Gould, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Los Angeles, California on December 27, 1988.

  
Stephen P. Gavin  
  
Catherine Gould

**CALIFORNIA COMMUNITY FOUNDATION  
CHARITABLE FUND II  
3580 Wilshire Boulevard, Suite 1660  
Los Angeles, CA 90010**

**Consent to Use of Name**

California Community Foundation Charitable Fund II, a nonprofit public benefit corporation, hereby consents to the use of the name "California Community Foundation" only by CCF, Inc., and existing nonprofit public benefit corporation, and hereby further requests that the Secretary of State, State of California, declare no conflict with California Community Foundation Charitable Fund II. This consent is limited to only this corporation, renamed California Community Foundation, and is not intended as an abandonment of the name "California Community Foundation" or a waiver hereafter to protect the undersigned's exclusive use of said name.

**Dated: January 5, 1989**

**California Community Foundation  
Charitable Fund II, a California nonprofit  
public benefit corporation**

**By**

  
**Jack Shakely, President**

990367

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF THE

CALIFORNIA COMMUNITY FOUNDATION

DAVID PETERS and ANDREA VAN DE KAMP certify that:

1. They are the Chairman of the Board and Secretary, respectively of the California Community Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as herein set forth in full:

## ARTICLE I

## NAME

The name of this corporation is CALIFORNIA COMMUNITY FOUNDATION.

## ARTICLE II

## PURPOSES

Section 1. 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 charitable purposes.

Section 2. The specific purpose of this corporation is to receive and accept property to be administered under these Articles of Incorporation exclusively for charitable purposes primarily in or for the benefit of the counties of Los Angeles, Orange, Riverside, San Bernardino and Ventura, California, and such other areas as the Board of Directors may from time to time determine (the "Community"), including for such purposes:

- (a) The administration of funds given for charitable purposes,
- (b) The making of distributions for such purposes in accordance with the terms of gifts, bequests or devises to this corporation not inconsistent with the purposes of these Articles of Incorporation or in accordance with determinations by the Board of Directors of this corporation,

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of the State of California

DEC 30 1997

Bill Jones  
Bill JONES, Secretary

(c) The making of distributions to qualified charitable organizations or for charitable purposes, and

(d) The modification of any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

Section 3. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code") and applicable Treasury Regulations thereunder.

Section 4. Notwithstanding any other provision of these Articles of Incorporation, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

Section 5. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Code), and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

Section 6. It is intended that this corporation shall have, and continue to have, the status of an organization which is exempt from Federal income taxation under Section 501(c)(3) of the Code and which is other than a private foundation as defined in Section 509 of the Code. It is further intended that this corporation shall conduct its affairs so as to qualify as a community trust or foundation as that term is defined in Treas. Reg § 1.170A-9(e)(11). All terms and provisions of these Articles of Incorporation, and all operations of this corporation, shall be construed, applied and carried out in accordance with such intent.

### ARTICLE III

#### DONORS' GIFTS AND DIRECTIONS

Section 1. Donors may from time to time make gifts to or for the use of this corporation.

Section 2. Each donor by making a gift to or for the use of this corporation shall be deemed to accept, agree and consent to all of the terms of these Articles of Incorporation and the Bylaws of this corporation. Each donor shall be deemed to agree that the fund created by such donor shall be subject to the provisions for presumption of donors' intent, for modification of restrictions or conditions, and for amendments and termination, and to all other terms of these Articles of Incorporation and Bylaws as from time to time amended. In addition, each donor shall be deemed to agree that such fund will be held and administered so as to qualify as a "component fund" (within the meaning of Treas. Reg. § 1.170A-9(e)(11)) of this corporation.

Section 3. If a gift is made to this corporation in trust to make income or other payments to or for the use of this corporation, followed by payments to any individuals or for noncharitable purposes, it shall not be treated as a component fund of this corporation but rather only the payments to or for the use of this corporation shall be regarded as corporate funds subject to these Articles of Incorporation and only when this corporation becomes entitled to their use. If a gift is made to this corporation in trust to make income or other payments for a period of a life or lives, or other period, to any individuals or for noncharitable purposes, followed by payments to or for the use of this corporation, it shall be treated similarly until all such noncharitable interests expire and the fund becomes a component fund of this corporation. The Board of Directors may take such actions as it from time to time deems necessary or desirable to further this corporation's rights in any such funds, whether components or noncomponents, or to protect its rights to receive payments from such funds.

Section 4. Any donor or donor advisory committee may, with respect to a gift made by such donor to or for the use of this corporation, give directions, subject to the limitations of Article IV, at the time of the gift as to (a) the field of charitable purposes or particular charitable organizations or purposes to be supported, (b) the manner of

distribution including amounts, times and conditions of payments and whether from principal or income, and (c) a name as a memorial or otherwise for a fund given, or addition to a fund previously held, or anonymity for the gift. Any directions provided after the time of the gift shall be provided on a timely basis that permits the Board of Directors adequate opportunity to consider such directions. All such directions by a donor or donor advisory committee shall be followed except as provided in Article IV.

Section 5. No gift shall be required to be separately invested or held unless it is necessary in order to prevent tax disqualification or it is required by law. Directions for naming a fund as a memorial or otherwise may be satisfied by keeping under such name accounts reflecting the appropriate interest of such fund in each common investment, by referring to the amount of the gift at the time it was received or by similar means.

#### ARTICLE IV

##### POWERS OF THE BOARD OF DIRECTORS

Section 1. (a) Notwithstanding any provision in these Articles of Incorporation or in any instrument of transfer creating or adding to a fund of this corporation, the Board of Directors shall have the power to modify any restriction or condition on the distribution of funds for any specified charitable purpose or to specified organizations, if, in the judgment of the Board of Directors, such restriction or condition becomes impossible or impracticable or illegal to carry out, provided that where the donor of such funds has not expressly agreed to the corporation's power of modification, then the modification shall be effected by decree of the Superior Court, unless the Attorney General shall make a written waiver of objections to the modification.

(b) In addition, the Board of Directors shall have the power to replace any participating trustee, custodian, or agent for breach of fiduciary duty under State law. The Board of Directors shall also have the power to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Directors) return of net income (within the meaning of Treas. Reg. § 1.170A-9(e)(1)(v)(F)) over a reasonable period of time (as determined by the Board of Directors). The Board of Directors shall exercise its power under this Section 1 of Article IV by affirmative vote of a majority of its members.

Section 2. Notwithstanding any provision in these Articles of Incorporation, in any instrument of transfer creating or adding to a fund or in any instrument establishing or modifying the powers of a donor advisory committee, twenty-five (25) years after the death of the donor the Board of Directors may treat any advised fund as a nonadvised fund if, in its sole discretion, the Board determines such treatment to be in the best interests of this corporation.

Section 3. Each fund of this corporation shall be presumed to be intended (a) to be used only for charitable purposes, (b) to be productive of a reasonable return of net income which (except during the period referred to in Section 3 of Article III) is to be distributed at least annually or, if accumulated, is to be accumulated only in a reasonable amount and for a reasonable period for a charitable purpose or purposes, and (c) to be used only for such of those purposes and in such manner as not to disqualify the gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate and not to disqualify this corporation from exemption from Federal income tax as a qualified charitable organization described in Sections 501(c)(3) and 509(a)(1) of the Code and shall not be otherwise applied. A donor or donor advisory committee may not impose any material restriction or condition (within the meaning of Treas. Reg. § 1.507-2(a)(8)) that prevents this corporation from freely and effectively employing the transferred assets, or the income derived therefrom, in furtherance of its charitable purposes. If a direction by the donor or donor advisory committee, however expressed, would, if followed, result in a use contrary to the intent so presumed, or if the Board of Directors is advised by counsel that there is a substantial risk of such result, the directions shall not be followed, but shall be varied by the Board of Directors so far as necessary to avoid such result, except that if the donor has clearly stated that compliance with the direction is a condition of the gift, then the gift shall not be accepted in case of such advice unless an appropriate judicial or administrative body first determines that the condition and direction need not be followed. Reasonable charges and expenses of counsel for such advice and proceedings shall be proper expenses of administration.

Section 4. The Board of Directors shall have the authority to enter into contractual relations with other organizations, including nonprofit corporations, which are operated for the benefit of, and to carry out the purposes of, this corporation. It is intended that this corporation shall exercise such supervision and control over any such organization as is necessary to qualify it as an organization described in Section 509(a)(3) of the Code and applicable Treasury Regulations thereunder.

Section 5. The Board of Directors shall exercise all powers granted to it under these Articles of Incorporation and described in Treas. Reg. § 1.170A-9(e)(11)(v)(B), (C) and (D) in the best interests of this corporation.

## ARTICLE V

### COMPOSITION AND DUTIES OF THE BOARD OF DIRECTORS

Section 1. The Board of Directors of this corporation shall represent the broad interests of the public rather than the personal or private interests of a limited number of donors. This requirement will be met if this corporation has a governing body comprised of citizens of the United States, residents of the Community, selected for their knowledge of the educational, cultural, civic, moral, public and other charitable needs of the Community and on the basis of activity in, interest in, or representation of public institutions or organizations in the Community which are concerned with charitable, educational and public needs. Directors appointed hereunder shall act in their own right and not as representatives of any interest or group.

Section 2. This corporation shall observe the following limitations with respect to the composition of its Board of Directors:

(a) Persons described in Section 4946(a)(1)(A) or (C) through (G) of the Code shall not constitute more than one-third of the Board of Directors (for the purposes of this subsection (a), the corporation shall be deemed a "private foundation" as that term is employed in Section 4946(a)(1)(A) and (C) through (G) of the Code); and

(b) Representatives of banks or trust companies which serve as trustees, investment managers, custodians or agents, plus persons described in paragraph (a) of Section 2 of this Article V, shall not constitute a majority of the Board of Directors.

Section 3. The Board of Directors shall take appropriate action to make this

corporation known to people within the Community and in that connection shall seek gifts to this corporation from a wide segment of the population of the Community.

Section 4. Each member of the Board of Directors shall serve in a fiduciary capacity and shall refrain from exercising any powers in such manner as to disqualify this corporation from Federal income tax exemption as a qualified charitable organization and as a public charity or any gift from deduction as a charitable contribution, gift or bequest in computing any Federal income, gift or estate tax of the donor or his estate.

#### ARTICLE VI

##### SELF-DEALING

This corporation shall not engage in any act with any person which would constitute self-dealing within the meaning of Section 4941 of the Code. (For the purposes of this Article VI, the corporation shall be deemed a "private foundation" as that term is employed in Section 4941 of the Code.)

#### ARTICLE VII

##### DISSOLUTION

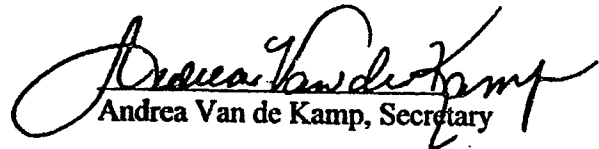
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed in such proportions as shall be determined by its Board of Directors, in its sole discretion, to such nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable purposes and which have established their tax exempt status under Section 501(c)(3) of the Code.

ARTICLE VIII  
AMENDMENTS

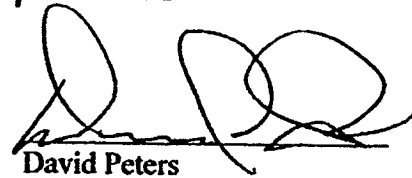
Subject to Section 5812 (A) of the California Corporations Code, these Articles of Incorporation may be amended by the Board, provided, however, that Article II, Section 2, Paragraph (d), Article IV, Section I, Paragraph (a) and Article VI may not be amended unless approved by a decree of the Superior Court or approved by the California Attorney General.

3. The foregoing Amendment and Restatement of Articles of Incorporation has been duly approved by the Board of Directors.
4. The corporation has no members

  
David Peters, Chairman

  
Andrea Van de Kamp, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at Los Angeles, California on December 29, 1997.

  
David Peters

  
Andrea Van de Kamp

40521028

*C. 0990367 (Surv)*  
**AGREEMENT OF MERGER**

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

**FEB 17 1999**  
*Bill Jones*  
BILL JONES, Secretary of State

This Agreement of Merger is entered into between California Community Foundation, a California Nonprofit Public Benefit corporation (herein "Surviving Corporation") and Centinela Valley Health Services, Inc., a California Nonprofit Public Benefit corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The membership of Merging Corporation shall be converted into the Surviving Corporation which has no members.
3. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

**CALIFORNIA COMMUNITY FOUNDATION**

By: *Jack Shakely*  
Jack Shakely, President

By: *Andrea Van de Kamp*  
Andrea Van de Kamp, Secretary

**CENTINELA VALLEY HEALTH SERVICES, INC.**

By: *William C. Miller*  
William C. Miller, President

By: *Jerome Ettinger*  
Jerome Ettinger, M.D., Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

William C. Miller and Jerome Ettinger certify that:

1. They are the president and the secretary, respectively, of Centinela Valley Health Services, Inc., a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

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 and correct of our own knowledge.

DATE: 2/15/99

William C. Miller

William C. Miller, President

Jerome Ettinger M.D.

Jerome Ettinger, M.D., Secretary

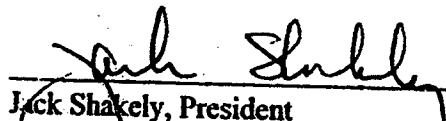
**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

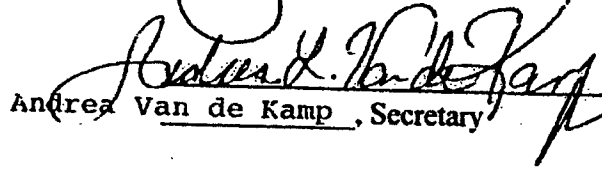
Jack Shakely and Andrea VandeKamp certify that:

1. They are the president and the secretary, respectively, of California Community Foundation, a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

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 and correct of our own knowledge.

DATE: January 31, 1999

  
\_\_\_\_\_  
Jack Shakely, President

  
\_\_\_\_\_  
Andrea Van de Kamp, Secretary

A0521029

00990367 (saw)  
AGREEMENT OF MERGER

FILED  
In the office of the Secretary of State  
of the State of California  
FEB 17 1999  
Bill Jones  
BILL JONES, Secretary of State

This Agreement of Merger is entered into between California Community Foundation, a California Nonprofit Public Benefit corporation (herein "Surviving Corporation") and Centinela Health Care Foundation, a California Nonprofit Public Benefit corporation (herein "Merging Corporation").

1. Merging Corporation shall be merged into Surviving Corporation.
2. The membership of Merging Corporation shall be converted into the Surviving Corporation which has no members.
3. Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
4. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

CALIFORNIA COMMUNITY FOUNDATION

By: Jack Shakely  
Jack Shakely, President

By: Andrea Van de Kamp  
Andrea Van de Kamp, Secretary

CENTINELA HEALTH CARE FOUNDATION

By: William C. Miller  
William C. Miller, President

By: Jerome Ettinger, M.D.  
Jerome Ettinger, M.D., Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

William C. Miller and Jerome Ettinger certify that:

1. They are the president and the secretary, respectively, of Centinela Health Care Foundation, a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the member of the corporation.
3. There is only one member and the total number of members of the corporation entitled to vote on the merger is one.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

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 and correct of our own knowledge.

DATE: 2/16/99

William C. Miller

William C. Miller, President

Jerome Ettinger MD

Jerome Ettinger, M.D., Secretary

**CERTIFICATE OF APPROVAL  
OF  
AGREEMENT OF MERGER**

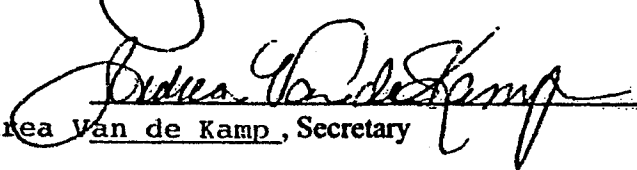
Jack Shakely and Andrea VandeKamp certify that:

1. They are the president and the secretary, respectively, of California Community Foundation, a California Nonprofit Public Benefit corporation.
2. The principal terms of the Agreement of Merger in the form attached were duly approved by the required vote of the Board of Directors of the corporation.
3. The corporation has no members.
4. No other approvals are required.
5. The Attorney General of the State of California has been given notice of the merger.

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 and correct of our own knowledge.

DATE: January 31, 1999

  
\_\_\_\_\_  
Jack Shakely, President

  
\_\_\_\_\_  
Andrea Van de Kamp, Secretary

A0682118

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

SEP 11 2008

0990367  
**CERTIFICATE PURSUANT TO SECTION 1505,  
CALIFORNIA CORPORATIONS CODE**

California Community Foundation

(Name of Corporation)

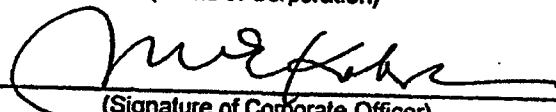
\_\_\_\_\_, a corporation organized and

existing under the laws of California, makes the following statement:  
(State or Place of Incorporation)

1. The complete address of its office in the state of California wherein any entity designating it as agent may be served with process is 445 S. Figueroa Street, Suite 3400  
Los Angeles, CA 90071
2. The name of each person employed by it at such office to whom it authorized the delivery of any copy of any such process is John E. Kobara
3. The corporation consents that delivery thereof to such person at the address designated shall constitute delivery of any such copy to it, as such agent.

California Community Foundation

(Name of Corporation)



(Signature of Corporate Officer)

John E. Kobara, Senior Vice President

(Typed Name and Title of Officer Signing)



