

**ARTICLES OF INCORPORATION
OF
[CLIENT]**

ARTICLE I. NAME

The name of the corporation is [Client].

ARTICLE II. PURPOSES

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 / charitable / public and charitable] purposes.

B. The specific purpose of this corporation is primarily to [_____], and to carry on other charitable activities associated with this purpose as allowed by law.

C. 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, as amended (the "Code").

ARTICLE III. ADDRESS AND AGENT FOR SERVICE OF PROCESS

A. The initial street [and mailing] address of the corporation is:
[_____]. [The initial mailing address of the corporation is: _____.]

B. The name and street address in the State of California of this corporation's initial agent for service of process is:
[_____].

ARTICLE IV. PROHIBITED ACTIVITIES

A. 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.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this 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. DEDICATION FOR CHARITABLE PURPOSES

The property of this corporation is irrevocably dedicated to [public / charitable / public and charitable] purposes, and no other 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 any other 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 which is organized and operated exclusively for [public / charitable / public and charitable] purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code.

[_____], Incorporator

Date