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FILED  
Secretary of State  
State of California

IPC SEP 25 2014

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
SKY VALLEY CHAMBER OF COMMERCE

Corporation Entity #: C0499873

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of Sky Valley Chamber of Commerce, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as set forth in the attached Exhibit A which is attached hereto and incorporated herein by this reference.
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the unanimous vote of the 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 and correct of our own knowledge.

DATE:

9/23/2014

Joe Leach  
Joe Leach, President

Neil Ludlam  
Neil Ludlam, Secretary

EXHIBIT A

## AMENDED AND RESTATED ARTICLES OF INCORPORATION

Article I

The name of this corporation is Sky Valley Community Center ("Corporation").

Article II

- 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 charitable purposes. The specific purpose of this Corporation is to preserve, maintain and operate the Sky Valley Community Center for the benefit of the community and to provide a venue for charitable, educational and other activities consistent with serving the public interest. Additionally, this Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable purposes, or in any other charitable activities.
- B. 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

[This section is intentionally omitted.]

Article IV

[This section is intentionally omitted.]

Article V

This Corporation shall have no members.

Article VI

- A. 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 in 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.
- B. Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

- C. Notwithstanding any other provision of these articles of incorporation or other governing instrument of this Corporation, during such period or periods, of time, if any, as this Corporation is treated as a "private foundation" pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed at such time and in such manner so as not to subject this Corporation to tax under Section 4942 of the Code and (ii) this Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject this Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).

**Article VII**

- A. The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. 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 to one or more 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.