

State of California
Secretary of State



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

That the attached transcript of 4 page(s) has been compared with the record on file in this office, 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

FEB 26 2008

DEBRA BOWEN
Secretary of State

**ARTICLES OF INCORPORATION
OF
THE FOUNTAIN VALLEY COMMUNITY FOUNDATION
A California Nonprofit Public Benefit Corporation**

JAN 28 2008

We the undersigned, for the purpose of forming a corporation under the Non-Profit Public Benefit Corporation Law of California, do hereby certify:

**ARTICLE I
NAME**

The name of the corporation is The Fountain Valley Community Foundation.

**ARTICLE II
PURPOSE**

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 and charitable purposes.

This corporation is organized exclusively for charitable purposes within the meaning of Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, more specifically, to solicit, receive, invest and make grants of funds, property and other resources and to provide direct charitable services to aid, sponsor, promote, advance and assist worthy activities, programs and services in the City of Fountain Valley; and to establish and maintain a permanent collection of named funds that carry out the diverse charitable purposes specified by the governing body and donors.

Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

**ARTICLE III
DEDICATION OF ASSETS**

All corporate property is irrevocably dedicated to the purposes set forth in Article II. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, 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 payments and distributions in furtherance of the purposes set forth in Article II hereof.

ARTICLE IV NONPARTISAN ACTIVITIES

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

ARTICLE V CORPORATE OFFICE

The location of the registered office of the corporation shall be the City of Fountain Valley, County of Orange, State of California. The address of the Corporate Office shall be Fountain Valley Community Foundation, c/o Community Services Manager, 10200 Slater Avenue, Fountain Valley, California 92708.

ARTICLE VI AGENT FOR SERVICE OF PROCESS

The name and California address of the corporation's initial agent for service of process is Robin Roberts, City Clerk, City of Fountain Valley, 10200 Slater Avenue, Fountain Valley, California 92708.

ARTICLE VII INCORPORATOR

The name and address of the initial incorporator is:

<u>NAME</u>	<u>ADDRESS</u>
Mark Nix	10200 Slater Avenue, Fountain Valley, California 92708

ARTICLE VIII CORPORATE GOVERNANCE

The management of the corporation shall be vested in a Board of Directors. The number of persons constituting the Board shall be fixed by the Bylaws to be adopted at the first meeting of the Board of Directors and may be altered by amending the Bylaws. The Bylaws shall also fix the term of office of the Board members.

ARTICLE IX
MEMBERSHIP

Membership provisions of this corporation are defined in the Bylaws.

ARTICLE X
AMENDMENT OF ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended by a majority vote of the Board of Directors at any meeting provided that notice of the proposed amendment shall have been given and the notice supplied to the Directors of such meeting.

ARTICLE XI
DISSOLUTION

Upon dissolution of the corporation, the Board of Directors shall, after paying or making provisions for payment of all liabilities of the corporation dispose of all the assets of the corporation in such a manner or to such organization(s) as the Board of Directors shall determine, provided that any organization(s) selected for such purpose shall be organized and operated exclusively for charitable purposes as to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code (or the corresponding provision of any future federal internal revenue law) and which has established its tax-exempt status under California Revenue and Taxation Code section 23701(d) (or the corresponding provision of any future California revenue and tax law).

In Witness Whereof, I have hereunto subscribed my name this 10 day of January, 2008.



Mark Nix

State of California

County of Orange

On JANUARY 16, 2008 before me,
Maria A. FERRIS

(Name and Title of Officer)

personally appeared Mr. Mark Nix, who proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) is/are subscribed to the within instrument and acknowledged to me that he/she/they executed the same in his/her/their authorized capacity(ies), and that by his/her/their signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

I certify under PENALTY OF PERJURY under the laws of the State of California that the foregoing paragraph is true and correct.

WITNESS my hand and official seal.



Signature: Maria A. Ferris

Place Notary Seal Above

