

ARTICLES OF INCORPORATION  
OF  
GREATER VALLEJO PARK, RECREATION AND OPEN SPACE FOUNDATION  
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION

1912926

ENDORSED  
FILED

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

ARTICLES OF INCORPORATION

SEP 19 1994

OF

TONY MILLER, Acting Secretary of State

GREATER VALLEJO PARK, RECREATION AND OPEN SPACE FOUNDATION

ARTICLE ONE: NAME

The name of this corporation shall be GREATER VALLEJO PARK,  
RECREATION AND OPEN SPACE FOUNDATION

ARTICLE TWO: STATEMENT OF CORPORATE NATURE

This corporation is a non-profit public benefit corporation,  
and is not organized for the private gain of any person. It is  
organized under the Non-Profit Public Benefit Corporation Law for  
public and charitable purposes.

ARTICLE THREE: PURPOSES

A. The specific and primary purposes of this corporation are  
to initiate, sponsor, promote and carry out plans, programs,  
policies and activities that further the park and recreation  
objectives of the GREATER VALLEJO RECREATION DISTRICT; to accept  
donations, solicit and raise money, for the purpose of establishing  
permanent collections, art endowments, research and educational  
projects, including the construction or purchase of facilities; to  
perform any act, activity or acquisition that will further any of  
the objectives, purposes, property, plant or facilities of the  
GREATER VALLEJO RECREATION DISTRICT and to solicit, receive,  
administer and disburse funds for the accomplishment of the  
aforementioned purposes.

B. This corporation is organized and operated for purposes  
beneficial to the public in that it is organized for the purpose of  
lessening the burdens of government, and for the maintenance of  
public utilities including buildings, monuments, and works.

C. The purposes for which this corporation is formed are  
confined to such purposes as would qualify it as an exempt  
organization under Section 501(c)(3) of the Internal Revenue Code  
of 1954 or corresponding provisions of any subsequent federal tax  
laws, including, for such purposes, the making of distributions to  
organizations which qualify as tax exempt organizations under that  
code.

D. This corporation shall have and exercise all rights and powers conferred on corporations generally under the laws of the State of California; provided, however, that this corporation is not empowered to engage in any activities which are not in itself/themselves in furtherance of its purposes as set forth in the previous paragraphs of this Article, nor is it empowered to engage in any activities described and prohibited in the succeeding paragraphs of this Article.

E. This corporation shall not, as a substantial part of its activities, carry on propaganda or otherwise attempt to influence legislation; nor shall it participate or intervene (by publication or distribution of any statements or otherwise) in any political campaign on behalf of any candidate for public office.

F. No part of the net earnings, properties, or assets of this corporation shall inure to the benefit of any private person or individual, or any member, officer, or trustee of this corporation on dissolution or otherwise, and on liquidation or dissolution, all properties and assets of this corporation remaining after payment or provision for all debts and obligations shall be distributed and paid over to such fund, foundation, or corporation organized and operated for religious or charitable purposes as the Foundation Board of Directors shall determine, and as shall at that time qualify as a tax-exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1954, or corresponding provisions of any subsequent federal tax laws.

#### ARTICLE FOUR: DIRECTORS

A. The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by its Board of Directors. The number of directors of the corporation shall be no less than five (5) and no greater than nine (9). The exact number shall be established by the Bylaws as adopted by its' Board of Directors and changed from time-to-time. In any event, however, the Foundation's Board of Directors shall have the following represented on it:

Five (5) members from the District Board of Directors of the Greater Vallejo Recreation District, and no more than four (4) outside directors.

B. The Foundation directors herein named as the first Board of Directors shall hold office until the first annual meeting of the Foundation Board of Directors, to be held on the first Wednesday in May of each year.

The Foundation directors elected at the first annual meeting and at all times thereafter, shall serve for a term of two (2) years until the expiration of their term and until the qualifications of their successors in office. The annual meeting shall be held on the first Wednesday of May of each year at the principal office of the corporation, or at such other place or

places as the Foundation Board of Directors may from time-to-time by resolution designate.

Any action required or permitted to be taken by the Foundation Board of Directors under any provision of the law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board, and any such action taken by written consent shall have the same force and affect as action by unanimous vote of the Directors. Any certificate or other documents filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent of the Foundation Board of Directors without a meeting and that the Articles of Incorporation and Bylaws of this corporation authorize the directors to so act. Such a statement shall be prima facie evidence of such authority.

The names and residence of the first directors of the first Foundation Board of Directors are as follows:

REPRESENTATIVES OF BOARD OF DIRECTORS OF  
GREATER VALLEJO RECREATION DISTRICT

Irene Buck	395 Amador Street Vallejo, CA 94590
Robert Keith	395 Amador Street Vallejo, CA 94590
Pelton Stewart	395 Amador Street Vallejo, CA 94590
Bill Thurston	395 Amador Street Vallejo, CA 94590
Kay Woodson	395 Amador Street Vallejo, CA 94590

ARTICLE FIVE: BYLAW PROVISIONS

The manner in which Directors shall be chosen and removed from office, their qualifications, and tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of Directors, shall be as stated in the Bylaws.

ARTICLE SIX: DEDICATION OF PROPERTY

The property of this corporation is irrevocably dedicated to charitable purpose 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

individual. Upon the dissolution or winding up of this corporation, its' assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation, shall be distributed to a non-profit 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 of 1954, or corresponding provisions of any subsequent federal tax laws. If this corporation holds any assets in trust, 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 therefore by the Attorney General of the State of California or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

ARTICLE SEVEN: AGENT FOR SERVICES OF PROCESS

The name of the corporation's initial agent for service of process is: Robert E. Keith whose address is: 241 Georgia Street, Vallejo, California 94590.

IN WITNESS WHEREOF, the undersigned, being the Incorporators of Greater Vallejo Park Recreation and Open Space Foundation and the initial Directors, for the purpose of forming this non-profit public benefit corporation under the Laws of California have executed these Articles of Incorporation on August 27, 1994.

DIRECTORS:

Irene Buck  
Irene Buck, Director

Robert Keith  
Robert Keith, Director

Pelton Stewart  
Pelton Stewart, Director

Bill Thurston  
Bill Thurston, Director

Kay Woodson  
Kay Woodson, Director

ACKNOWLEDGEMENT

State of California

County of Solano

On August 27, 1994, before me, \_\_\_\_\_,

personally appeared:

Irene Buck  
Irene Buck, Director

Robert Keith  
Robert Keith, Director

Pelton Stewart  
Pelton Stewart, Director

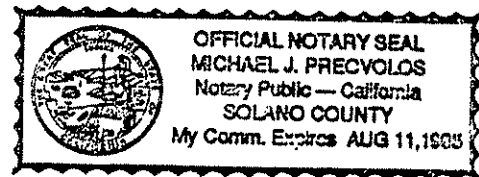
Bill Thurston  
Bill Thurston, Director

Kay Woodson  
Kay Woodson, Director

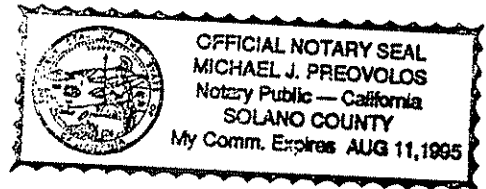
proved to me on the basis of satisfactory evidence to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same in their authorized capacities, and that by their signatures on the instrument the persons, or the entity upon behalf of which the persons acted, executed the instrument.

Witness my hand and official seal.

Michael J. Prevoilos



[Seal]



The matter of the adoption of a fiscal year was then considered. After discussion, upon motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the fiscal year end of this Corporation be and the same hereby is fixed as December 31 of each year.

Upon motion made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED, that the principal office of this Corporation be and is hereby is fixed as 395 Amador Street, Vallejo, California 94590.

In order to provide for the payment of the expenses of incorporation and organization of this Corporation, on motion made, seconded, and unanimously carried, the following resolution was adopted:

RESOLVED, that the Treasurer of this Corporation be, and hereby is, authorized and directed to pay the expenses of incorporation and organization of this Corporation in the sum of \$885.22.

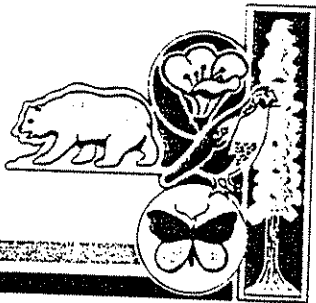
Robert Keith resigned as Agent for Service of Process and General Manager, Dennis Beardsley, was appointed as Agent for Service of Process.

There being no further business to come before the meeting, on motion duly made, seconded, and unanimously carried, the meeting was adjourned.

Agenda items for the next board meeting will include, but are not limited to: bonding; directors' roles and omissions coverage; Foundation art work (logo, letterhead, etc); and financial report.

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Secretary



State  
of  
California  
SECRETARY OF STATE'S OFFICE

1912926

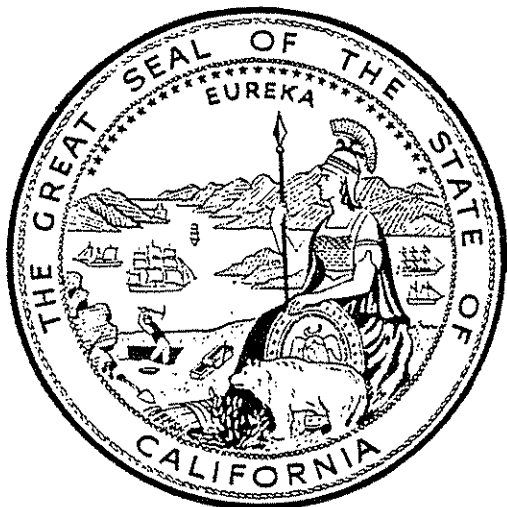
CORPORATION DIVISION

I, *TONY MILLER*, Acting Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

SEP 19 1994



*Tony Miller*  
Acting Secretary of State



CASE # 0916RC

Form **SS-4**  
(Rev. April 1991)  
Department of the Treasury  
Internal Revenue Service

### Application for Employer Identification Number

(For use by employers and others. Please read the attached instructions before completing this form.)

EIN 68-0338802  
OMB No. 1545-0003  
Expires 4-30-94

**1** Name of applicant (True legal name) (See instructions.)  
Greater Vallejo Park, Recreation and Open Space Foundation

**2** Trade name of business, if different from name in line 1  
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**3** Executor, trustee, "care of" name  
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**4a** Mailing address (street address) (room, apt., or suite no.)  
395 Amador Street

**5a** Address of business (See instructions.)  
395 Amador Street

**4b** City, state, and ZIP code  
Vallejo, California 94590

**5b** City, state, and ZIP code  
Vallejo, California 94590

**6** County and state where principal business is located  
Solano County, State of California

**7** Name of principal officer, grantor, or general partner (See instructions.) ▶ Robert E. Keith, Incorporating Director

**8a** Type of entity (Check only one box.) (See instructions.)

Individual SSN \_\_\_\_\_

REMIC

State/local government

Other nonprofit organization (specify) Public Benefit Corp. if nonprofit organization enter GEN (if applicable) \_\_\_\_\_

Other (specify) ▶ \_\_\_\_\_

Estate

Plan administrator SSN \_\_\_\_\_

Other corporation (specify) \_\_\_\_\_

Federal government/military

Trust

Partnership

Farmers' cooperative

Church or church controlled organization

**8b** If a corporation, give name of foreign country (if applicable) or state in the U.S. where incorporated ▶ Foreign country N/A State California (Pending)

**9** Reason for applying (Check only one box.)

Started new business

Hired employees

Created a pension plan (specify type) ▶ \_\_\_\_\_

Banking purpose (specify) ▶ \_\_\_\_\_

Changed type of organization (specify) ▶ \_\_\_\_\_

Purchased going business

Created a trust (specify) ▶ \_\_\_\_\_

Other (specify) ▶ New Not For Profit Corporation

**10** Date business started or acquired (Mo., day, year) (See instructions.) 9/5/94

**11** Enter closing month of accounting year. (See instructions.) December

**12** First date wages or annuities were paid or will be paid (Mo., day, year). Note: If applicant is a withholding agent, enter date income will first be paid to nonresident alien. (Mo., day, year) . . . . . ▶ N/A

**13** Enter highest number of employees expected in the next 12 months. Note: If the applicant does not expect to have any employees during the period, enter "0." . . . . . N/A ▶

Nonagricultural | Agricultural | Household

**14** Principal activity (See instructions.) ▶ Not For Profit Public Benefit Corporation

**15** Is the principal business activity manufacturing? . . . . . N/A . . . . .  Yes  No

If "Yes," principal product and raw material used ▶ \_\_\_\_\_

**16** To whom are most of the products or services sold? Please check the appropriate box.

Public (retail)  Other (specify) ▶ N/A  Business (wholesale)  N/A

**17a** Has the applicant ever applied for an identification number for this or any other business? . . . . .  Yes  No

Note: If "Yes," please complete lines 17b and 17c.

**17b** If you checked the "Yes" box in line 17a, give applicant's true name and trade name, if different than name shown on prior application.

True name ▶ N/A Trade name ▶ \_\_\_\_\_

**17c** Enter approximate date, city, and state where the application was filed and the previous employer identification number if known.

Approximate date when filed (Mo., day, year) | City and state where filed | Previous EIN

N/A | \_\_\_\_\_ | \_\_\_\_\_

Under penalties of perjury, I declare that I have examined this application, and to the best of my knowledge and belief, it is true, correct, and complete.

Name and title (Please type or print clearly.) ▶ Robert E. Keith, Incorporating Director Telephone number (include area code) (707) 648-4600

Signature ▶ Robert E. Keith Date ▶ 9/16/94

Note: Do not write below this line. For official use only.

Please leave blank ▶	Geo.	Ind.	Class	Size	Reason for applying