

NCTD:

0546926

FILED
Secretary of State
State of California

JAN 16 2020

RESTATED ARTICLES OF INCORPORATION

The undersigned certify that:

lcc

1. They are the president and the secretary, respectively, of THE NAPA VALLEY COLLEGE FOUNDATION, a California corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**ARTICLES OF INCORPORATION
OF
NAPA VALLEY COLLEGE FOUNDATION**

Article I

The name of this corporation is NAPA VALLEY COLLEGE FOUNDATION.

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. This corporation elects to be governed by all of the provisions of the Nonprofit Public Benefit Corporation Law of 1980 not otherwise applicable to it under Part 5.

B. The specific purpose of this corporation is to support and benefit Napa Valley College and its students, including but not limited to support for new and existing facilities, educational opportunities, services for students and faculty, and scholarships for current students and former students pursuing further education at other educational institutions.

Article III

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

B. 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 IV

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 Internal Revenue Code Section 501(c)(3).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

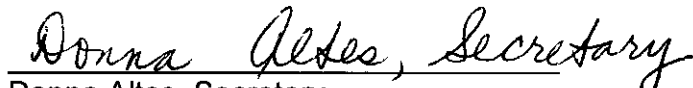
4. The corporation has no members.

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.

Dated: 1-13-20


Malcolm de Steyes, President

Dated: 1-13-20


Donna Altes, Secretary