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-FILED-

File No.: 6532641

Date Filed: 1/7/2025

**ARTICLES OF INCORPORATION
OF
THE NORTHWIND PROJECT**

I.

The name of this corporation is:

THE NORTHWIND PROJECT

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.

B. The specific purpose of this corporation is to restore, preserve and pursue a historic designation of The M/W Northwind as a cultural treasure and monument, and to utilize the M/W Northwind for charitable and educational purposes. The corporation shall not in any way contribute to the private gain of any person.

C. The property of this corporation is irrevocably dedicated for charitable, educational and/or religious 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.

III.

The name and address on the State of California of this corporation's initial agent for service of process is:

Matthew E. Wolf, Esq.
11400 West Olympic Boulevard, 9th Floor
Los Angeles, California 90064

IV.

The initial street and mailing address of this corporation is:

4469 Admiralty Way
Marina del Rey, CA 90292

V.

This corporation is organized and operated exclusively for charitable, educational, and/or religious purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

VI.

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.

VII.

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, educational, scientific, literary, and/or religious purposes and which has established its tax-exempt status under IRC Section 501(c)(3).

VIII.


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 Internal Revenue Code:

1. The corporation will distribute its income for each tax year at a time and in a manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the Internal Revenue Code, or the corresponding Section of any future federal tax code.
2. The corporation will not engage in any act of self-dealing as defined in Section 4941(d) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
3. The corporation will not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code, or the corresponding section of any future federal tax code.
4. The corporation will not make any investments in a manner as to subject it to tax under Section 4944 of the Internal Revenue Code, or the corresponding section of any future federal tax code.
5. The corporation will not make any taxable expenditures as defined in Section 4945 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

IX.

The corporation will have no members or capital stock.

Dated as of December 27, 2024



Jeffrey Weiss, Incorporator