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**-FILED-**

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**ARTICLES OF INCORPORATION  
OF  
BOOK CLUB - TUSTIN**

**A CALIFORNIA NONPROFIT PUBLIC BENEFIT CORPORATION**

**ARTICLE I**

The name of this corporation is Book Club - Tustin

**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.
- B. The specific purpose of this corporation is to work among and to improve the working, living, medical, and health care conditions of needy persons in Orange County, California, and adjacent regions: (i) to provide or furnish education, training, and instruction regarding academics, business and commerce, and care, and any vocation or profession, and may do so at any and all levels including pre- elementary, elementary, middle, high, post-high, and professional school or otherwise; (ii) to establish, provide, support, assist, manage, maintain, supply, and equip facilities affording any such education, training, instruction, diagnosis, treatment, care, and medicines; (iii) generally, to do all things necessary or advisable, expedient or incidental to the operation of such educational, training, instructional, medical, surgical, and health care facilities in any or all of their phases; and (iv) generally, to take any other action reasonably designed to improve the working, living, medical, and health care conditions of needy persons in any such country.

**ARTICLE III**

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

David DeBerry  
1372 Deborah Drive  
Santa Ana, CA 92705

**ARTICLE IV**

The initial street and mailing address of this corporation is:

Book Club - Tustin  
180 East Main Street, Suite 206  
Tustin, CA 92780

## ARTICLE V

- A. 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").
- 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, or in opposition to, any candidate for public office.
- C. Any other provision of these Articles to the contrary notwithstanding, this corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from the Federal income tax under section 501(c)(3) of the Code, (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Code, and (c) by a corporation organized under the California Nonprofit Corporation Law (the "Nonprofit Corporation Law") as now existing or hereafter amended. It is intended that the corporation shall have, and continue to have, the status of an organization which is exempt from the Federal income tax under section 501(c)(3) of the Code and which is other than a private foundation as described in section 509(a) of the Code, and all terms and provisions of these Articles of Incorporation and the Bylaws of this corporation, and all activities of this corporation, shall be construed, applied and carried with such intent.

## ARTICLE VI

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, 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. 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 a nonprofit 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 Code.

## ARTICLE VII

The business, assets and affairs of this corporation shall be managed by its Board of Directors, and the number of persons to constitute its first Board of Directors shall be three (3). Thereafter, the number of directors serving on the corporation's Board of Directors, the manner of their election and their terms shall be as set forth in the Bylaws of this corporation, as well as their tenure, and may be increased (or decreased to a number not less than three (3)) from time to time by amendment to the Bylaws.

#### ARTICLE VIII

This corporation shall have no Members.

#### ARTICLE IX

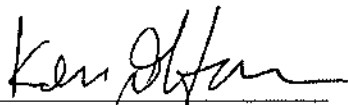
This corporation shall have all the powers permitted a corporation that is both a nonprofit corporation under the Nonprofit Corporation Law and an exempt organization described in section 501(c)(3) of the Code.

#### ARTICLE X

Bylaws of the corporation, consistent with these Articles, shall be adopted by the Board of Directors, and may be amended in the manner provided in the Bylaws.

#### ARTICLE XI

These Articles may be amended by the Board of Directors in the manner provided by law.

A handwritten signature in black ink, appearing to read "Kevin O'Hara", is written over a horizontal line.

Kevin O'Hara, Incorporator