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**ARTICLES OF INCORPORATION
OF
KOLAR YMCA HOLDCO**

I. NAME

The name of this corporation is Kolar YMCA HoldCo (the "Corporation").

II. CORPORATE PURPOSE

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 purposes of this Corporation are to operate exclusively for the benefit of, to perform the functions of, and/or to carry out the purposes of, certain specified charitable, religious, and educational organizations the primary purpose of which includes improving the spiritual, moral, mental and physical condition of youths and adults, and which are organized and operated exclusively for charitable, religious, and educational purposes within the meaning of Section 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code"), and Section 23701d of the California Revenue and Taxation Code.

C. Specifically, this Corporation is organized for the benefit of, to perform on behalf of, and/or to support Young Men's Christian Association of Metropolitan Los Angeles, a California nonprofit public benefit corporation, which is an organization described in Section 501(c)(3) of the Code the ("Head Organization"). The Corporation is a supporting organization controlled by the Head Organization, as specified in Section 509(a)(3) of the Code.

D. Notwithstanding any of the above statements of purposes and powers, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this Corporation.

III. CORPORATE ADDRESS

The mailing and physical address of the Corporation is 4301 W. 3rd Street, Los Angeles, CA 90020.

IV. SERVICE OF PROCESS

The name and address in California of the Corporation's initial agent for service of process is Nevin Stanton-Trehan, 4301 W. 3rd Street, Los Angeles, CA 90020.

V. ADDITIONAL STATEMENTS

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

B. Notwithstanding any other provision of these articles, the Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3) or (b) by a corporation contributions to which are deductible under Code Section 170(c)(2).

C. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Code Section 501(h) and Section 23704.5 of the California Revenue and Taxation Code. This 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.

D. 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 the Head Organization if the Head Organization is then organized and operating exclusively for charitable, religious, and educational purposes with tax-exempt status under Code Section 501(c)(3), or if the Head Organization is not then organized and operating exclusively for charitable, religious, and educational purposes with tax-exempt status under Code Section 501(c)(3), to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Code Section 501(c)(3).

E. If the Head Organization declines to participate in a relationship of support by the Corporation or ceases to be a qualified organization (as defined below), ceases to exist, or experiences a substantial failure or abandonment of its purposes or operations (as determined by the directors of the Corporation in their sole discretion), then such organization will no longer be supported by the Corporation, and the board of directors shall select a replacement organization or organizations whose purposes are to promote charitable activities, including, without limitation, improving the spiritual, moral, mental and physical condition of youths and adults. Any such replacement organization must be a "qualified organization," which shall mean any organization that is either: (1) an organization (a) described in Section 501(c)(3) of the Code; and (b) described in Section 509(a)(1) or 509(a)(2) of the Code; or (2) an organization described in Section 501(c)(4) or (6) of the Code which would be described in Section 509(a)(2) of the Code if it were an organization described in Section 501(c)(3).


F. The Corporation will have no members.

G. The Corporation's bylaws shall be structured to ensure that the Corporation is operated, supervised, or controlled (as defined in Treas. Reg. Section 1.509(a)-4(g)) by the Head

Organization. The Corporation shall not be controlled (within the meaning of Section 509(a)(3)(C) of the Code) directly or indirectly by one or more disqualified persons (as defined in Section 4946 of the Code) other than the Corporation's directors and officers and other than one or more publicly supported organizations.

DATED: February 25, 2025

By:


Robert F. Cowan, Incorporator