



**ARTICLES OF INCORPORATION
OF**

ROBERT & THERESE EMAMI FOUNDATION

For Office Use Only

-FILED-

File No.: 6403661

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ARTICLE I

The name of this corporation is:

ROBERT & THERESE EMAMI 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.

B. The specific purpose of this corporation shall be to make charitable gifts and to carry on other charitable and educational activities associated with this goal as allowed by law.

C. This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III

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

**THERESE M. EMAMI
22 S. Santa Cruz Avenue
Los Gatos, CA 95030**

ARTICLE IV

The initial street and mailing address of the corporation is:

22 S. Santa Cruz Avenue, Los Gatos, CA 95030

ARTICLE V

A. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including publishing or distributing statements) on behalf of any candidate for public office.

B. The corporate property is irrevocably dedicated to the purposes set forth in Article II. 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.

C. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable and/or educational purposes, if the organization has established its tax-exempt status under Internal Revenue Code Section 501(c)(3) or the corresponding provision of any future United States internal revenue law, and has established its tax-exempt status under Revenue and Taxation Code Section 23701d or the corresponding section of any future California revenue and tax law.

D. The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code Section 4942 or by corresponding provisions of any later federal tax laws.

E. The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code Section 4941(d) or in corresponding provisions of any later federal tax laws.

F. The corporation will not retain any excess business holdings as defined in Internal Revenue Code Section 4943(c) or in corresponding provisions of any later federal tax laws.

G. The corporation will not make investments in a manner that would subject it to tax under Internal Revenue Code Section 4944 or under corresponding provisions of any later federal tax laws.

H. The corporation will not make any taxable expenditures as defined in Internal Revenue Code Section 4945(d) or in corresponding provisions of any later federal tax laws.

ARTICLE VI

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.


ARTICLE VII

The corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Corporations Code) for breach of duty to the corporation through bylaw provisions or through agreements with the agents, or through board resolutions, or otherwise. Furthermore, the corporation shall indemnify any and all of its directors or officers or former directors or officers as agents against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding in which they, or any of them, are made parties, or a party, by reason of being or having been directors or officers of the corporation. Such indemnification shall not be deemed exclusive of any other rights to which those indemnified may be entitled, under any law, bylaw, agreement, or otherwise.

ARTICLE VIII

Any repeal or modification of the provisions of Articles VI or VII hereof shall not adversely affect any right to indemnification of any agent or limitation of liability of any director of this corporation relating to acts or omissions occurring prior to such repeal or modification.

Dated: 9/23, 2024



BRANDON L. REBBOAH
Incorporator