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File No.: B20250005573

Date Filed: 2/26/2025

**ARTICLES OF INCORPORATION
OF
THE ART FARM AT WEST DRY CREEK**

**ARTICLE I.
NAME**

The name of this corporation is **THE ART FARM AT WEST DRY CREEK**.

**ARTICLE II.
PURPOSES**

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 California Nonprofit Public Benefit Corporation Law for charitable purposes.

B. This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code (hereinafter the "Code"), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Code. Despite any other provision in these articles, this 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 Code Section 501(c)(3), or (b) a corporation, contributions to which are deductible under Code Section 170(c)(2).

C. The specific purposes of this corporation are to support, encourage, promote, and nourish innovation in the fields of art and agriculture, while recognizing the interwoven and regenerative nature of both and their essential role in the health of humanity and the planet, and to receive, invest, and utilize funds and property acquired through the solicitation of contributions, donations, grants, gifts, bequests, and the like for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code.

**ARTICLE III.
AGENT FOR SERVICE OF PROCESS**

The name and address in the State of California of this corporation's initial agent for service of process is Rachel Martinez, 2049 Century Park East, Suite 1400, Los Angeles, CA 90067.

**ARTICLE IV.
CORPORATE ADDRESSES**

The initial street address and initial mailing address in the State of California of this corporation is 2049 Century Park East, Suite 1400, Los Angeles, CA 90067.

**ARTICLE V.
LIMITATION ON CORPORATE ACTIVITIES**

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

**ARTICLE VI.
PRIVATE FOUNDATION RESTRICTIONS**

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 Code: (i) the corporation's income must be distributed at such time and in such manner so as not to subject this corporation to tax under Section 4942 of the Code and (ii) this corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject this corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).

**ARTICLE VII.
DEDICATION AND DISSOLUTION**

A. The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by Section 501(c)(3) of the Code, and no part of the net income or assets of this corporation shall ever inure to the benefit of, or be distributed to any of its directors, trustees, officers, members or any private individuals, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of the purposes set forth in the purposes clause hereof.

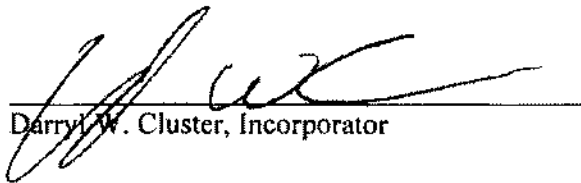
B. Upon the winding up and dissolution of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation, corporation or similar entity which is organized and operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Code and which has established its tax-exempt status under Section 501(c)(3) of the Code and, in addition, as to the proceeds or assets related to property located in California, such entity shall also meet the requirements of California Revenue and Taxation Code Section 214. Any such remaining assets shall be disposed of by decree of the Superior Court of the county in which this corporation has its principal office, on petition therefor by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party, exclusively for such purposes or to such organization or organizations, as said Superior Court shall determine, which are organized and operated exclusively for such purposes.

Such decree of the Superior Court may be waived if the Attorney General makes a written waiver of objections to the disposition.

**ARTICLE VIII.
DEFINED TERMS**

As used in these articles of incorporation, the terms "Internal Revenue Code" and "Code" mean the United States Internal Revenue Code of 1986, as amended, and a reference to a provision of that Code shall be deemed to indicate the corresponding provision of any further United States Internal Revenue law.

DATED 2-24, 2025


Darryl W. Cluster, Incorporator