

NOTED

488321 A0701499

**FILED**  
in the office of the Secretary of State  
of the State of California  
FEB 11 2010

**RESTATED ARTICLES OF INCORPORATION OF  
VISTA CONGREGATION OF JEHOVAH'S WITNESSES,  
ORANGEVALE, CALIFORNIA**

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Restated Articles of Incorporation of VISTA CONGREGATION OF JEHOVAH'S WITNESSES, ORANGEVALE, CALIFORNIA, a California nonprofit religious corporation.

We the undersigned, certify:

1. That we are the President [CEO] and Secretary of the VISTA CONGREGATION OF JEHOVAH'S WITNESSES, ORANGEVALE, CALIFORNIA, a California nonprofit religious corporation.

2. That at a special meeting of the members of the corporation duly held on 2-3, 2010, the resolution set forth below was adopted. Said resolution was approved at said meeting. The resolution was also approved and adopted at a meeting of the Board of Directors of the corporation held on 2-3, 2010.

RESOLVED, that the following is the entire text of the Articles of Incorporation of this corporation as amended and restated to the date of this certificate.

I

The name of this Corporation shall be GRANITE BAY, CALIFORNIA, CONGREGATION OF JEHOVAH'S WITNESSES, INC.

II

This Corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law exclusively for religious

purposes. The religious purposes for which this corporation is formed are to provide and maintain a proper place of worship for the benefit of Jehovah's Witnesses and those who desire to attend such worship conducted by Jehovah's Witnesses in order to learn the truths of the faith and beliefs of Jehovah's Witnesses which are based on the Bible, the written word of Almighty God; and to acquire by gift, legacy, bequest, purchase, or lease; hold and manage; and/or mortgage, sell, convey, or otherwise dispose of real estate and personal property in any lawful manner that may seem proper and best to provide such place of worship.

### III

(a) There shall be three directors.

(b) Directors' qualifications, the manner of electing directors, and other matters pertaining to directors shall be provided in the Bylaws.

(c) The liability of the directors of the corporation shall be eliminated to the fullest extent permissible under California law, and the corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

### IV

This Corporation elects to be governed by all provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5 of Division 2.

### V

(a) The property of this corporation is irrevocably dedicated to religious purposes, as set forth in Article II. No part of the net earnings or assets of this corporation shall inure to the benefit of its directors, trustees, officers, members or to any individual.

(b) Upon the winding up and dissolution of this Corporation, after paying or adequately providing for debts and obligations of the Corporation, the remaining assets shall be distributed

to Watchtower Bible and Tract Society of New York, Inc, which is organized exclusively for nonprofit religious, educational, and charitable purposes, if at the time it is tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and on the condition that such assets be used exclusively for nonprofit religious, educational, or charitable purposes as provided by Section 214 of the Revenue and Taxation Code of California. No assets will be deemed to be received by Watchtower Bible & Tract Society of New York, Inc., until such acceptance is evidenced in writing. If Watchtower Bible and Tract Society of New York, Inc., is not then in existence and exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States tax code), then said assets shall be distributed to any organization organized exclusively for nonprofit religious, educational, or charitable purposes, designated by the ecclesiastical Governing Body of Jehovah's Witnesses that is organized and operated exclusively for nonprofit religious, educational, or charitable purposes meeting the requirements for exemption as provided for by Section 214 of the California Revenue and Taxation Code and is a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future Internal Revenue code).

## VI

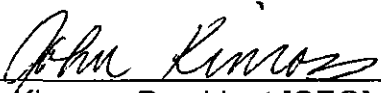
(a) This Corporation is organized exclusively for religious purposes within the meaning of Internal Revenue Code Section 501(c)(3). Notwithstanding any other provision of these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Internal Revenue Code section 501(c)(3)

(or the corresponding provision of any future federal internal revenue law), or (b) by a corporation, contributions to which are deductible under Internal Revenue Code section 170(c)(2) (or the corresponding provision of any future federal internal revenue law).

(b) No substantial part of the activities of this Corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation except as permitted under Internal Revenue section 501(h), and this Corporation shall not participate in or intervene (including publishing or distributing statements) in any political campaign in behalf of any candidate for public office.

The foregoing restatement of the Articles of Incorporation was approved at the said members' meeting by a majority of the members of the corporation being present and unanimously voting to approve the amendment. The wording of the amended Article as approved by the members is the same as set forth in the resolution of the Board of Directors above.

DATED: 2-3, 2010

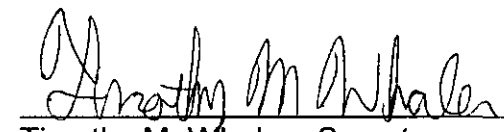
  
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John Kinross, President [CEO]

  
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Timothy M. Whalen, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct of our own knowledge.

Executed in Granite Bay, California, on 2-3, 2010.

  
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John Kinross, President [CEO]

  
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Timothy M. Whalen, Secretary