



**ARTICLES OF INCORPORATION
OF
SEA PINK FOUNDATION**

For Office Use Only

-FILED-

File No.: 6434881

Date Filed: 10/18/2024

I

The name of this Corporation is Sea Pink Foundation.

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. The specific purposes for which this corporation is formed are exclusively charitable within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986.

B. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and Section 214 of the California Revenue and Taxation Code. This corporation shall not carry on any activities not permitted to be carried on by a corporation (i) exempt from federal income tax under Internal Revenue Code Section 501(c)(3) and qualifying under California Revenue and Taxation Code Section 214 or (ii) contributions to which are deductible under Section 170(c)(2), 2055(a)(2) or 2522(a)(2) of the Internal Revenue Code.

III

The name and address in the State of California of this Corporation's initial agent for service of process is Julia Damasco, 1000 Annapolis Road, Unit 8, The Sea Ranch, California 95497.

IV

The initial street address of this Corporation is 1000 Annapolis Road, Unit 8, The Sea Ranch, California 95497. The initial mailing address of this Corporation is P.O. Box 1350, Gualala, California 95445.

V

This Corporation shall have no members.

VI

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 the publishing or distribution of statements) on behalf of any candidate for public office.

VII

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

B. 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 Internal Revenue 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 Internal Revenue Code and (ii) this Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code) which would subject this Corporation to tax under Section 4943 of the Internal Revenue Code; (c) making any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Internal Revenue Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

VIII

A. The property of this corporation is irrevocably dedicated to charitable purposes within the meaning of California Revenue and Taxation Code Section 214, or any successors thereto, and which meet the requirements of Internal Revenue Code Section 501(c)(3). No part of the net income or assets of this corporation shall ever inure to the benefit of any of its officers or directors, 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.

B. Upon the liquidation, dissolution, winding up or abandonment of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to an organization which is organized and operated exclusively for charitable, scientific, hospital, or religious purposes, and which meets the requirements of Section 501(c)(3) of the Internal Revenue Code and Section 214 of the California Revenue and Taxation Code.

Dated: October 18, 2024


Julia Damasco, Incorporator