

For Office Use Only

-FILED-

File No.: 6489314

Date Filed: 12/5/2024

ARTICLES OF INCORPORATION**ARTICLE I**

The name of this corporation is The Berkeley Shakespeare Festival.

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 educational and charitable purposes. The specific purpose of this corporation is to present the plays of William Shakespeare and others to the general public through the management, preservation and development of the amphitheater and its attendant buildings known as The Lt. G. H. Bruns Amphitheater and the 4.5 acre portion of land the structures sit on, which land is leased from the East Bay Municipal Utility District (EBMUD), a public utility, together known as the California Shakespeare Theater. The Amphitheater was built and opened in 1991 by a previous terminated nonprofit public benefit corporation called the Berkeley Shakespeare Festival. It has been operated continuously since then by a nonprofit public benefit corporation known as the California Shakespeare Festival or the California Shakespeare Theater, until its Board of Directors voted to terminate and dissolve on November 1, 2024.

Rather than producing plays, as did the previous tenant, the initial purpose of this corporation is to solicit and present productions by Bay Area community colleges, universities, community theaters, and other Bay Areas producers of Shakespeare's plays. It may in the future form a partnership with a single theater company producing Shakespeare's plays, if such an opportunity presents itself.

A secondary purpose of the corporation is to develop and manage the 4.5 acre EBMUD property occupied by the theater as a demonstration garden of California native plants in a partnership with volunteers from the Tilden Botanic Garden.

- B. This Corporation is organized and operated exclusively for educational and charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III

The name and address in the State of California of this Corporation's initial agent for service of process is Peter C. Fisher, 1521 Addison St., Berkeley, CA 94703.

ARTICLE IV

The initial street and mailing address of this Corporation is 1521 Addison St., Berkeley, CA 94703.

ARTICLE V

This Corporation shall have no members.

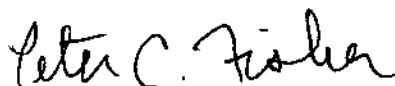
ARTICLE VI

- 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 in 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.
- B. 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 Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE VII

- A. The property of this Corporation is irrevocably dedicated to educational and charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, 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 dissolution or winding up 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 or corporation which is organized and operated exclusively for educational and charitable purposes and which has established its tax-exempt status under Section 501(c)(3) of the Code.

Date: November 29, 2024



Peter C. Fisher, Incorporator