



6586547



STATE OF CALIFORNIA
Office of the Secretary of State
ARTICLES OF INCORPORATION
CA NONPROFIT CORPORATION
PUBLIC BENEFIT

California Secretary of State
1500 11th Street
Sacramento, California 95814
(916) 657-5448

For Office Use Only

-FILED-

File No.: 6586547

Date Filed: 2/14/2025

B3445-6477 02/14/2025 12:30 PM Received by California Secretary of State

Corporation Name Corporation Name	Manteca Counseling Center
Initial Street Address of Principal Office of Corporation Principal Address	1505 MOFFAT BLVD. MANTECA, CA 95336-8949
Initial Mailing Address of Corporation Mailing Address Attention	1505 MOFFAT BLVD. MANTECA, CA 95336-8949
Agent for Service of Process Agent Name Agent Address	Edward Applegate 1505 MOFFAT BLVD. MANTECA, CA 95336-8949
Purpose Statement	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: Public and Charitable purposes
Additional Statements	<p>The specific purpose of this corporation is to provide counseling services to the local community.</p> <p>This corporation is organized and operated exclusively for the purposes set forth within the meaning of Internal Revenue Code section 501(c)(3).</p> <p>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.</p> <p>The property of this corporation is irrevocably dedicated to the purposes set forth herein and 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.</p> <p>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 charitable, educational and/or religious purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).</p> <p>Notwithstanding any of the above statements of purpose and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose of this corporation.</p>
Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of these Articles of Incorporation.	
Electronic Signature	<input checked="" type="checkbox"/> I declare that I am the person who executed this instrument, which execution is my act and deed.
<i>Edward Applegate</i> Signature	02/14/2025 Date

**ADDITIONAL ARTICLES
TO THE ARTICLES OF INCORPORATION OF
MANTECA COUNSELING CENTER**

The following Additional Articles are supplemental to the Articles of Incorporation to which they are attached. These Additional Articles and the Articles of Incorporation should be read in conjunction and together constitute the entire Articles of Incorporation of Manteca Counseling Center (the "Corporation").

Additional Purposes

Additionally, the Corporation exists to solicit and receive funds for the accomplishment of the above purposes; and pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in Internal Revenue Code ('Code') Sections 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

Period of Existence

The period during which the Corporation shall continue is perpetual.

Powers

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws except as permitted under state law. The Corporation shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Corporation shall possess all of the rights, privileges, and powers conferred by California Nonprofit Public Benefit Corporation Law, as amended, or by other law and, in addition, the following rights, privileges, and powers:

- (a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.
- (b) To cease its activities and to dissolve and surrender its corporate franchise.

Members

The Corporation shall have no members as that term is defined in the Act.

Directors

Section 1. Election, Qualification, Selection, and Responsibilities. The directors of the Corporation shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, selection, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Corporation.

Section 2. Meetings. Meetings of the Board of Directors may be held at any location, either inside the State of California or elsewhere.

Regulation of Corporate Affairs

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Corporation is deemed a “private foundation” described in Code § 509(a), the Corporation shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 2. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Corporation.

Section 3. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Corporation’s Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 4. Liability. No officer, director, or employee of the Corporation shall be liable for any of the Corporation’s debts or obligations to extent permitted by California law.

Section 5. Reliance. All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation’s Articles, Bylaws, and applicable law.

Section 6. **Committees.** The Board of Directors may from time to time, in the Bylaws of the Corporation or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Corporation.