



**ARTICLES OF INCORPORATION
OF
MAYOR'S CUP, INC.**

For Office Use Only

-FILED-

File No.: 6506108

Date Filed: 12/19/2024

ARTICLE I

The name of the corporation is MAYOR'S CUP, INC.

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 charitable purposes.

B. The specific purpose of this corporation is to raise funds to create a positive economic impact in the greater Sacramento region through special events focused on raising funds for charitable causes, and by providing education and support of healthy living for adults and children through the ability to participate in educational activities, and to carry on other charitable activities associated with these purposes and in accordance with applicable laws and regulations, including federal regulations.

C. This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the 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 (1) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (2) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III

The name and address in the State of California of the corporation's initial agent for service of process are:

Andrea Ihle
701 University Ave., Suite 150
Sacramento, CA 95825

ARTICLE IV

The initial street address of the corporation shall be located at 701 University Ave., Suite 150, Sacramento, CA 95825.

The initial mailing address of the corporation shall be 2443 Fair Oaks Blvd., #287, Sacramento, CA 95825.

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ARTICLE V

- 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 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. The property of this corporation is irrevocably dedicated to the purposes in Article II hereof 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.
- C. 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) (or corresponding provisions of any future federal Internal Revenue Code law) and Revenue and Taxation Code §23701d (or corresponding provisions of any future California revenue and tax law), and which satisfies the requirements of Revenue and Taxation Code §214.

ARTICLE VI.

- A. The liability of the directors of this corporation for monetary damages shall be eliminated to the fullest extent permissible under the California Nonprofit Public Benefit Corporation Law, including, without limitation, as provided in Section 5239 thereof with respect to volunteer directors and volunteer executive officers.
- B. This corporation is authorized to provide for, whether by an agreement or otherwise, the indemnification of "agents," as that term is defined in Section 5238 of the California Nonprofit Public Benefit Corporation Law. Notwithstanding the immediately preceding sentence, the directors and executive officers of this corporation shall be entitled to indemnification to the fullest extent permitted under, and in accordance with, Section 5238 of the California Nonprofit Public Benefit Corporation Law.
- C. This corporation shall have the power to purchase and maintain insurance on behalf of any agent pursuant to, and to the fullest extent permitted under, Section 5238 of the California Nonprofit Public Benefit Corporation Law.
- D. Any repeal or modification of this Article VI shall be prospective only and shall not adversely affect any right or protection of a director, executive officer or other agent of this corporation existing at the time of such repeal or modification.

Date: December 18, 2024



Andrea Ihle, Incorporator