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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.: 6378972

Date Filed: 9/9/2024

Corporation Name	Green Explorers Club
Initial Street Address of Principal Office of Corporation Principal Address	2521 PALOMAR AIRPORT ROAD SUITE 105-706 CARLSBAD, CA 92011
Initial Mailing Address of Corporation Mailing Address	2521 PALOMAR AIRPORT ROAD SUITE 105-706 CARLSBAD, CA 92011
Attention	
Agent for Service of Process Agent Name	Nikki Semanchik
Agent Address	2869 HISTORIC DECATUR ROAD SAN DIEGO, CA 92106
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: Charitable purposes
Additional Statements	The specific purpose of this corporation is to inspire and empower kids to take care of the environment and live a more sustainable lifestyle through immersive educational experiences. 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.
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.
<u>Nikki Semanchik</u> Signature	<u>09/09/2024</u> Date

ATTACHMENT TO ARTICLES OF INCORPORATION
OF
GREEN EXPLORERS CLUB
a California Nonprofit Public Benefit Corporation

Additional Statements - continued.

- (a) This corporation is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of the 1986, as amended (the "Code").
- (b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- (c) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the 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.
- (d) The property of this corporation is irrevocably dedicated to charitable purposes meeting the requirements of California Revenue and Taxation Code Section 214 and no part of the net income or assets of the corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.
- (e) On the dissolution or winding up of the corporation, its assets remaining after payment of, 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, scientific, and/or educational purposes meeting the requirements of California Revenue and Taxation Code Section 214 and which has established its tax-exempt status under Section 501(c)(3) of the Code.
- (f) Notwithstanding any other provision of these Articles or other governing instruments of the corporation, during any such period or periods of time, if any, that this corporation is a "private foundation" pursuant to Section 509 of the Code: (i) the corporation's income must be distributed in such a manner so as not to subject this corporation to tax under Section 4942 of the Code; and (ii) the corporation is prohibited from: (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject the corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject the corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).