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**-FILED-**

File No.: B20250004044

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**ARTICLES OF INCORPORATION  
OF  
TESSERA COMPASSION FOUNDATION**

**ARTICLE I**

The name of the Corporation is: Tessera Compassion Foundation (the "Corporation").

**ARTICLE II**

The initial street address of the Corporation is: 15917 Sierra Vista Ct Unit C, La Puente, CA 91744.

**ARTICLE III**

The name of the Corporation's initial agent for service of process in the State of California is Aiden Kim, and his street address is 15917 Sierra Vista Ct Unit C, La Puente, CA 91744.

**ARTICLE IV**

The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for public and charitable purposes.

The specific purpose of the Corporation is to engage in charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or any future or successor version of such Code section, including (without limitation) providing help, support, and resources to individuals that are part of marginalized communities, such as immigrant, elderly, orphaned, indigent, and widowed communities. Additionally, the Corporation may engage in any activities that are reasonably related to or in furtherance of its stated charitable and public purposes, or in any other charitable activities.

**ARTICLE V**

The Corporation is organized and operated exclusively for the purposes set forth in Article IV hereof within the meaning of the Code.

The property of the Corporation is irrevocably dedicated to the purposes in Article IV hereof meeting the requirements for exemption provided by the Code and Section 214 of the California Revenue and Taxation Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors or officers or any other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make other payments and distributions in furtherance of the purposes set forth in Article IV hereof.

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Section 501(h) of the Code and in any corresponding laws of the State of California), and the 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.

Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable or educational purposes meeting the requirements for exemption provided by the Code and Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) of the Code, or any future or successor version of such Code Section, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

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, that the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the Board of Directors of the Corporation must distribute the Corporation's income at such time and in such manner so as not to subject the Corporation to tax under Section 4942 of the Code, and the Corporation is prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Code), from 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, from making any investments in such a manner so as to subject the Corporation to tax under Section 4944 of the Code, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

In furtherance of its purposes, the Corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the California Nonprofit Public Benefit Corporation Law, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any activity which would prevent it from obtaining exemption from federal income taxation as a corporation described in Section 501(c)(3) of the Code, or cause it to lose such exempt status, or carry on any activity not permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

## ARTICLE VI

The Corporation shall have no members.

*[Signature Page Follows]*

Dated: February 27, 2025

  
Aiden Kim, Incorporator

[Signature Page to Articles of Incorporation]

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