

-FILED-

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ARTICLES OF INCORPORATION
COUNCIL FOR BLACK HEALTH, EDUCATION, & WELLNESS
(a California Nonprofit Public Benefit Corporation)

ARTICLE I
CORPORATE NAME

The name of this corporation is "Council for Black Health, Education, & Wellness" (hereinafter "**Corporation**").

ARTICLE II
PRINCIPAL OFFICE

The Corporation's initial principal street and mailing address for the transaction of business is:

7 E. Myers Ave.
Fresno, CA 93706

ARTICLE III
AGENT FOR SERVICE OF PROCESS

The name and address of the Corporation's agent for service of process is:

Emilio J. Huerta
Law Office of Emilio J. Huerta
900 Truxtun Avenue
Suite 900
Bakersfield, CA 93301

ARTICLE IV
CHARITABLE PURPOSES

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

B. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Internal Revenue Code (the "**Code**"), § 501(c)(3).

C. 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 publishing or distribution of statements) on behalf of any candidate for public office.

D. Notwithstanding any other provision of these Articles, this Corporation shall not,

except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and this Corporation shall not carry on any other activities not permitted to be carried on by a corporation (a) exempt from federal income tax under the Code or the corresponding provisions of any future U.S. internal revenue law, or (b) for which contributions to the corporation are deductible under § 170(c)(2) of the Code, or the corresponding provisions of any future United States internal revenue law.

ARTICLE V SPECIFIC CORPORATE PURPOSES

The specific purposes of this Corporation are:

A. *To advance racial justice, equity, and inclusion in the areas of behavioral/mental health, maternal health, and science, technology, engineering, agriculture, arts, and mathematics through intervention services, advocacy, professional development, and enrichment academies.*

B. To engage in charitable activities with regard to diverse income communities and citizens by, among other things, providing comprehensive range of mental health care services;

C. To provide funds or subsidies for education, housing and health care;

D. To create a safe environment for the enrichment and uplifting of Black and diverse communities;

E. To develop and acquire any real and personal property in fee, under lease, or any rights therein or appurtenant thereto, necessary for the acquisition, rehabilitation, and operation of comprehensive mental health facilities;

F. To establish subsidiary corporations and entities to acquire, own, rehabilitate, and operate real estate holdings in furtherance of the objectives and purposes of this Corporation; and

G. To transact any or all lawful activities for which a nonprofit public benefit corporation may conduct in accordance with California's Nonprofit Corporation Law.

ARTICLE VI CORPORATE POWERS

Subject to the provisions of California's Nonprofit Public Benefit Corporation Law and any limitations set forth in these Articles of Incorporation and or the Bylaws relating to action required or permitted to be taken, the activities and affairs of the Corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. In furtherance of its charitable and corporate purposes, the Corporation is empowered:

A. To buy, own, sell, assign, mortgage or lease any interest in real estate and personal property and to construct, maintain and operate improvements thereon necessary or incident to the accomplishment of the corporate and charitable purposes set forth above;

B. To borrow money, and issue evidence of indebtedness in furtherance of any or all of the objects of its business, and to secure the same by mortgage, pledge, or other lien on the Corporation's property; and

C. To solicit and collect donations, contributions and grants, or other funds from private or governmental sources to implement any or all of the objectives and purposes of this Corporation.

ARTICLE VII

IRREVOCABLE DEDICATION OF ASSETS AND PROPERTY

The assets and property of this Corporation are irrevocably dedicated to educational and charitable purposes, thereby meeting the requirements for exemption as provided by § 214 of the Revenue and Tax Code of the State of California. 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.

ARTICLE VIII

DISTRIBUTION OF CORPORATE ASSETS UPON DISSOLUTION

In the event of the dissolution or winding up of the Corporation's affairs, or other liquidation of its assets, the Corporation's assets and property shall not be conveyed to any organization created or operated for profit or to any individual, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for nonprofit purposes similar to those of this Corporation, other than an organization created for religious purposes, and which has established its exemption under §501(c)(3) of the Code or the corresponding section of any future federal tax code and which meets the requirements of § 214 of the Revenue and Tax Code of the State of California.

ARTICLE IX

MEMBERS

This Corporation shall have no members.

ARTICLE XI

CORPORATE OFFICERS

The Board of Directors of this Corporation shall appoint no less than three Officers for the Corporation, in accordance with the Corporation's Bylaws.

ARTICLE XII

AMENDMENT OF ARTICLES OF INCORPORATION

Pursuant to California Corporations Code § 58129(a), amendment(s) to these Articles of Incorporation may be amended from time to time upon the approval and ratification of the Board of Directors.

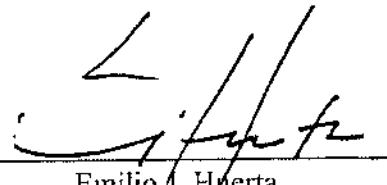
ARTICLE XIII
BYLAWS

Subject to the approval of the Board of Directors, Bylaws for this Corporation shall be adopted.

ARTICLE XIV
INDEMNIFICATION OF CORPORATE AGENTS

This Corporation is authorized to provide for indemnification of agents (as defined by §5238 of California's Nonprofit Public Benefit Corporation Law) (an "Agent") to the fullest extent permissible under California law. The Corporation is further authorized to provide insurance for or with respect to any Agent to the fullest extent permissible under California law.

Dated this 27th day of January 2025

By: 
Emilio J. Huerta
Incorporator