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**STATE OF CALIFORNIA**  
*Office of the Secretary of State*  
**ARTICLES OF ORGANIZATION**  
**CA LIMITED LIABILITY COMPANY**

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

For Office Use Only

**-FILED-**

File No.: 202463916778

Date Filed: 9/23/2024

Limited Liability Company Name	Step Up Community Fund, LLC
Initial Street Address of Principal Office of LLC Principal Address	555 NORTHGATE DRIVE STE 201 SAN RAFAEL, CA 94903
Initial Mailing Address of LLC Mailing Address	555 NORTHGATE DRIVE STE 201 SAN RAFAEL, CA 94903
Attention	CHANDRA ALEXANDRE, CHIEF EXECUTIVE OFFICER
Agent for Service of Process Agent Name	CHANDRA ALEXANDRE
Agent Address	555 NORTHGATE DRIVE STE 201 SAN RAFAEL, CA 94903
Purpose Statement	The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.
Management Structure The LLC will be managed by	One Manager
Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.	
Electronic Signature	
<input checked="" type="checkbox"/> By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.	
<u>Jerry J Ruiz</u> Organizer Signature	<u>09/23/2024</u> Date

**LLC-1****Attachment to Articles of Organization  
of STEP UP COMMUNITY FUND, LLC****ATTACHMENT TO ARTICLES OF  
ORGANIZATION OF STEP UP COMMUNITY FUND, LLC**

THIS ATTACHMENT TO ARTICLES OF ORGANIZATION OF STEP UP COMMUNITY FUND, LLC is dated for reference purposes concurrently with the filing of the Articles of Organization and is made on behalf of STEP UP COMMUNITY FUND, LLC, a California limited liability company (the "Company"), by Community Action Marin, a California nonprofit corporation ("CAM"), which is the Manager of the Company:

The following provisions are hereby added to the Articles of Organization:

9-1 Organization and Operation. The Company is organized and operated exclusively for charitable purposes.

9-2 Receipt of Tax Exemption. The Company is operated exclusively to further the charitable purpose of its member. In order to carry out such charitable purpose, the Company shall own and operate improved real property and related facilities for the purpose of providing free and affordable early education programs to support persons and families of low income so that parents can work and know their children are being taken care of and learning.

9-3 Qualification of Exemption. The member of the Company shall be a qualifying organization. A qualifying organization is an organization that is exempt under Section 501 (c)(3) of the Internal Revenue Code ("Section 501 (c)(3)") or under Section 23701(d) of the California Revenue and Taxation Code ("R&T Code") and that qualifies for exemption under Section 214 of the R&T Code.

9-4 Transfer of Membership Interest. Direct or indirect transfer of any membership interest in the Company to any nonqualified person or entity is prohibited. A "nonqualified person or entity" is a person or entity who or which does not satisfy the requirements of BOE Rule 136(b)(1) and that does not qualify for the welfare exemption under Section 214 of the R&T Code.

9-5 Dedication Clause. All real and personal property owned by the Company shall be and is hereby irrevocably dedicated to charitable purposes.

9-6 Merger or Conversion. To the fullest extent permitted by law, for the purpose of qualifying for the welfare exemption under the Rules of the California Board of Equalization (BOE), this limited liability company is prohibited from merging or converting into a for-profit entity.

9-7 Distribution of Assets. Upon liquidation, dissolution or abandonment of this Company, its assets remaining after payment or provision for payment of all tax and other liabilities of this Company shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) or under Section 23701(d) of the R&T Code. The Company shall not distribute any assets to the member which cease to be organizations described in Section 214 of the Code.

9-8 Amendments to Articles of Organization, the Limited Liability Company Agreement. Amendments to these Articles of Organization of the Company may be adopted, in whole or in part, upon the written consent of the member. Notwithstanding the generality of the foregoing, however, all amendments to these Articles of Organization or to the Operating Agreement of the Company, as applicable, must be consistent with R&T Code Section 214.