



**ARTICLES OF INCORPORATION
OF
ST. VINCENT BEHAVIORAL HEALTH CAMPUS**

For Office Use Only
-FILED-
File No.: 6476400
Date Filed: 11/25/2024

a California Nonprofit Public Benefit Corporation

ARTICLE I

The name of this corporation (hereinafter, the "Corporation") is:

St. Vincent Behavioral Health Campus

ARTICLE II

The initial mailing and street address of the Corporation is:

Attention: Shay Yadin
201 S. Alvarado St.
Suite 316
Los Angeles, CA 90057

ARTICLE III

The name of the Corporation's initial agent for service of process in the State of California is:

National Registered Agents, Inc.

ARTICLE IV

- A. The 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 Corporation is organized and shall be operated for the specific purpose of relieving the poor and distressed, promoting social welfare, lessening the burdens of government and otherwise furthering charitable, educational and scientific purposes, including, without limitation, by providing, facilitating and/or supporting mental health and addiction services, specialty medical care services, permanent and interim housing, education and counseling, workforce training and otherwise promoting physical and behavioral health and welfare, particularly for indigent, homeless, underprivileged and underserved populations.
- C. Consistent with the Corporation's specific purposes set forth above, the Corporation is organized and shall be operated for exclusively charitable, educational and scientific purposes and any other purposes set forth in, and as defined under, Section 501(c)(3) of

the Internal Revenue Code of 1986, as amended (together with the corresponding provisions of any future United States internal revenue law, the "Code").

ARTICLE V

- A. The Corporation is organized and operated exclusively for the purposes set forth in ARTICLE IV hereof within the meaning of Section 501(c)(3) of the Code.
- B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Section 501(a) of the Code on the basis of qualifying as an organization described in Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual; provided, however, that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the Corporation's purposes as set forth herein.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted under Section 501(h) of the Code, if the Corporation makes an election thereunder).
- E. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.
- F. In accordance with Section 508(e) of the Code and Section 5260 of the California Corporations Code, if any taxable year the Corporation is a private foundation as defined under Section 509(a) of the Code, then in such year: (i) the Corporation shall distribute amounts for each taxable year at a time and in a manner so as not to subject the Corporation to tax under Section 4942 of the Code; (ii) the Corporation shall not engage in any act of self-dealing as defined under Section 4941(d) of the Code; (iii) the Corporation shall not retain any excess business holdings as defined under Section 4943(c) of the Code; (iv) the Corporation shall not make any investments in a manner that subjects the Corporation to tax under Section 4944 of the Code; and (v) the Corporation shall not make any taxable expenditures as defined under Section 4945 of the Code.

ARTICLE VI

Membership in the Corporation, if any, and the rights and duties of any membership in the Corporation, shall be as set forth in the Corporation's Bylaws.

ARTICLE VII

- A. The property and assets of the Corporation are irrevocably dedicated to charitable, scientific, hospital and/or other purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code, and consistent with Section 501(c)(3) of the Code.
- B. Upon the winding up and dissolution of the Corporation, its assets remaining after payment, or adequate provision for payment, of all debts and obligations of the Corporation shall be distributed in accordance with a plan of dissolution approved by the Board of Directors of the Corporation to one or more entities that are then organized and operated: (i) exclusively for charitable, educational, and/or scientific purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code and recognized by the Internal Revenue Service as exempt from federal income tax under Section 501(c) of the Code as an organization qualifying under Section 501(c)(3) of the Code; and (ii) for charitable, educational, hospital, and/or other purposes meeting the requirements of Section 214 of the California Revenue and Taxation Code, and satisfy the requirements of Section 214 of the California Revenue and Taxation Code.


ARTICLE VIII

The liability of the Directors and Officers of the Corporation shall be eliminated to the maximum extent permitted under applicable law. Any amendment to or repeal of this Article shall not apply to or have any effect on the liability or alleged liability of any director with respect to any acts or omissions of such director occurring prior to such amendment or repeal.

[Remainder of page intentionally left blank. Signature page to follow.]

For purposes of forming the Corporation under the laws of the State of California, the undersigned, as the sole incorporator of the Corporation, has executed these Articles of Incorporation.

Dated: 11/20/2024


Name: Shay Yadin, Incorporator