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ARTICLES OF INCORPORATION
OF
GOLDEN TICKET MONTEREY COUNTY, INC.

ARTICLE I

Name

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

GOLDEN TICKET MONTEREY COUNTY, INC.

ARTICLE II

Purposes

A. **Statement of Purpose.** 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 and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, if any, trustees, directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article II.

B. **Specific Purpose.** The primary purpose of the Corporation is to support and improve education for children primarily in Monterey County and surrounding areas. The Corporation may achieve this purpose by partnering with educational institutions, non-profit organizations and others in order to promote early literacy and math skills and to provide family and parent education, programs to improve kindergarten readiness, incentives for students and teachers to improve performance, tutoring and coaching programs, professional development for educators, and technical and financial assistance for educational non-profit organizations.

C. **Exclusive Charitable and Educational Purpose.** The 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 1986, as now in effect or as may hereafter be amended (the "Code").

ARTICLE III

Powers

In furtherance of its purposes, the Corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the 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.

ARTICLE IV

Directors

The number of directors of the Corporation shall be established by the bylaws of the Corporation.

ARTICLE V

Initial Agent for Service of Process

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

Corporation Service Company which will do business in California as
CSC - Lawyers Incorporating Service

ARTICLE VI

Address of the Corporation

The initial street address of the Corporation is:

150 Main Street, Suite 400
Salinas, CA 93901

The initial mailing address of the Corporation is the same as the street address listed above.

ARTICLE VII

Restrictions

A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code.

B. 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 in 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.

C. During such period or periods, of time, if any, as the Corporation is treated as a "private foundation" pursuant to Section 509 of the Code, the directors 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 or otherwise acquiring assets in such manner so as to subject the Corporation to tax under Section 4944 of the Code, from retaining any assets which would subject the Corporation to tax under Section 4944 of the Code if the directors have acquired such assets, and from making any taxable expenditures (as defined in Section 4945(d) of the Code).

D. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not directly or indirectly carry on any other activities 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 (i) by a corporation exempt from income tax under Section 501(c)(3) of the Code or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Code.

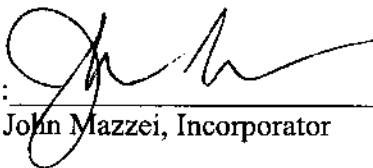
ARTICLE VIII

Dissolution or Winding Up

The property of this Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this Corporation shall ever inure to the benefit of any directors, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payments, 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 purposes and which has established its tax exempt status under Section 501(c)(3) of the Code.

I declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of my own knowledge.

Dated: February 24, 2025

By: 
John Mazzei, Incorporator