



**ARTICLES OF INCORPORATION  
OF  
BAY AREA AMERICAN INDIAN TWO-SPIRITS, INC.**

For Office Use Only

**-FILED-**

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**ARTICLE I.**

The name of this corporation shall be Bay Area American Indian Two-Spirits, Inc. (the "Corporation").

**ARTICLE II.**

The period of duration of the Corporation is perpetual.

**ARTICLE III.**

- A. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes under section 501(c)(3) of the Internal Revenue Code, as amended (the "Code"), or corresponding section of any future federal tax code.
- B. The purpose of the Corporation is to restore and recover the roles of Two-Spirit people within American Indian/First Nations communities by creating a forum for issue advocacy, wellness, and the spiritual, cultural and artistic expression of Two-Spirits and Indigiqueers, including, without limitation, by offering culturally relevant activities for Gay, Lesbian, Bisexual, Transgender and Intersex Native Americans, their families and friends. The Corporation may also engage in any activities that are reasonably related to, or in furtherance of, its stated charitable and educational purposes, or in any other charitable activities. In furtherance of its purposes, the Corporation shall have all the general powers enumerated in Sections 5140 and 5141 of the California Corporations Code, as now in effect or as may hereafter be amended, together with the power to solicit grants and contributions for such purposes.

**ARTICLE IV.**

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 purposes. The Corporation shall have no members.

**ARTICLE V.**

The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the operation, assets, receipts, or net earnings of the Corporation shall inure to the benefit of, or be

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distributable to, any of its members, trustees, directors or officers or any other private person. The Corporation may, however, pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes set forth in Article III hereof.

#### ARTICLE VI.

To the fullest extent permitted under California law, no officer or director of the Corporation shall be personally liable for the debts or obligations of the Corporation, nor shall any of the property or assets of the officer or director be subject to the payment or debts or obligations of the Corporation.

#### ARTICLE VII.

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

#### ARTICLE VIII.

- A. No substantial part of the Corporation's activities shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene (including the publication or distribution of statements) in, any political campaign on behalf of or in opposition to any candidate for public office.
- B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on (I) by a corporation exempt from federal income tax under section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or (II) by a corporation, contributions to which are deductible under section 170(c)(2) of the Code, or the corresponding section of any future federal tax code.

#### ARTICLE IX.

- A. To the fullest extent permitted by law, the Corporation shall indemnify its agents in connection with any proceeding and in accordance with California Corporations Code Section 5238. For the purposes of this Article, the following terms shall have the same meaning as in Section 5238(a).
- B. Upon written request to the Board by any person seeking indemnification under 5238(b) or 5238(c) of the California Corporations Code, the Board of Directors of the Corporation (the "**Board**") shall promptly determine in accordance with 5238(e) whether the applicable standard of conduct set forth in 5238(b) and (c) has been met and, if so, the at least a majority of the members of the Board (the "**Board Majority**") shall authorize indemnification.

- C. To the full extent permitted by law and except as is otherwise determined by the at least the Board Majority in the specific instance, expenses incurred by a person seeking indemnification under this Article in defending any proceeding covered by this Article shall be advanced by the Corporation prior to the final disposition of the proceeding upon receipt by the Corporation of an undertaking by or on behalf of such to repay such amount unless it shall ultimately be determined that such person is entitled to be indemnified by the Corporation therefor.
- D. Such right of indemnification shall not be deemed exclusive of any other rights to which such persons may be entitled.

#### ARTICLE X.

Any amendment to these Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the board of directors.

#### ARTICLE XI.

The initial street and mailing address of the Corporation is:

Bay Area American Indian Two-Spirits, Inc.  
415 Valencia Street,  
San Francisco, CA 94103

#### ARTICLE XII.

The name for the initial registered agent of the Corporation is:

C T Corporation System

Date: August 28, 2024

  
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Angel C. Fabian, Incorporator