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**ARTICLES OF INCORPORATION
OF
EAST BAY CHILDREN & NATURE**

**ARTICLE I
NAME**

The name of the corporation is East Bay Children & Nature (hereinafter referred to as the "Corporation").

**ARTICLE II
ORGANIZATION**

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 public and charitable purposes.

**ARTICLE III
PURPOSES AND POWERS**

The purposes for which the Corporation is formed are as follows:

1. The specific purposes and powers of the Corporation are as follows:

(a) The Corporation is organized and is to be operated exclusively for charitable, scientific, and educational purposes within the meaning of section 501(c)(3) of the United States Internal Revenue Code of 1986 (hereinafter referred to as the "Code") including to lead a unified effort in addressing the urgent threats of climate change, pollution, and waste by raising awareness, advocating for systemic change, and taking immediate and practical action to mitigate their causes and effects, especially for low-income communities who do not have equal access to such resources. For the purposes set forth above, "educational purposes" is as defined in Section 214(j) of the California Revenue and Taxation Code. All references to the Code contained herein are deemed to include corresponding provisions of any future United States Internal Revenue Law.

(b) In furtherance of the purposes set forth in this Article III, the Corporation may exercise all the rights and powers conferred on nonprofit public benefit corporations under the laws of the State of California.

2. No substantial part of the activities of the Corporation shall consist, except as otherwise provided in Section 501(h) of the Code, of carrying on propaganda, or otherwise attempting to influence legislation, nor shall the Corporation participate in, or intervene in (including the publishing or distributing of statements or otherwise), any political campaign on behalf of or in opposition to any candidate for public office.

3. Notwithstanding any of the above statements of purposes and powers, the Corporation shall not engage in any activities or exercise any powers, whether express or implied, so as to disqualify the Corporation from exemption from federal income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of the Code and/or from exemption from California income tax under Section 23701 of the Revenue and Taxation Code by reason of being an organization described in Section 23701d of the Revenue and Taxation Code. All references to the Revenue and Taxation Code contained herein are deemed to include corresponding provisions of any future California Revenue and Taxation Law.

ARTICLE IV INITIAL AGENT FOR SERVICE OF PROCESS

The name of the Corporation's initial agent for service of process in the State of California is Registered Agents, Inc.

ARTICLE V CORPORATE ADDRESS

The initial street address and mailing address of the Corporation is 6 Captain Dr. Unit 234 Emeryville CA 94608.

ARTICLE VI DEDICATION AND DISSOLUTION

1. The property of the Corporation is irrevocably dedicated to charitable, scientific, or educational purposes and no part of the net income, property or assets of the Corporation shall ever inure to the benefit of, or be distributed to, its members, directors, officers, or any 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 Article III hereof. No part of the net income, property or assets of the Corporation shall be used other than for the purposes of the Corporation as set forth in Article III hereof or as provided in this Article.

2. In the event of liquidation, dissolution, termination, or winding up of the Corporation (whether voluntary, involuntary or by operation of law), the Board of Directors shall, after paying or making adequate provisions for the payment of all of the liabilities of the Corporation, transfer all of the remaining property and assets of the Corporation to one or more Qualified Organizations, as defined below, as the Board of Directors shall determine. For purposes of this Article VI, "*Qualified Organization*" shall mean a corporation or other organization organized and operated

exclusively for charitable, scientific, or educational purposes which corporation or other organization at the time either (a) qualifies as exempt from income tax under Section 501(a) of the Code by reason of being an organization described in Section 501(c)(3) of

the Code or (b) qualifies as a corporation or other organization to which contributions are deductible under Section 170(c)(1) of the Code.

IN WITNESS WHEREOF, the undersigned has executed these Articles of Incorporation as incorporator on January 9, 2025.

The undersigned further declares that such execution is his act and deed.



Patricia Weber, Sole Incorporator