



EXEMPTED FROM PAYMENT OF
MINIMUM FRANCHISE TAX
4/11/45

ARTICLES OF INCORPORATION

FILED
In the office of the Secretary of State
of the State of California

APR 11 1945

FRANK W. JORDAN, Secretary of State
By *[Signature]*
Assistant Secretary of State

Restriction of right
to amend articles

No

Yes

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, CLYDE A. DORSEY, FRANCES A. ELKINS, JAMES B. FINLEY, ROGER S. FITCH, MARY L. GREENE, STUART HALDORN, A. B. JACOBSEN, MARGARET A. JACKS, HAROLD MACK, CARREL MARTIN, S. F. B. MORSE, W. M. O'DONNELL, MYRON A. OLIVER, HELEN C. RUSSELL, E. H. TICKLE, EMMET G. W. BENAMIN, MARTHA H. GRAGG, SAMUEL G. BLYTHE, F. R. BEORDOLT, W. G. HURSON, E. J. FIKED, T. A. WORK, JAS. F. van LOBBEN SELS, ANGELO LUCIDO, ROBINSON JEFFERS, NOEL SULLIVAN, MARIA ANTONIA RICH THOMSON, ANITA M. DOUD, W. R. HOLMAN, C. H. MASON, ADMIN HANSEN, GEO. W. ECKHART, and MARTHA E. NEWCOMB have this day voluntarily associated ourselves together for the purpose of forming a corporation under the laws of the State of California, and we hereby certify:

First: That the name of said corporation shall be MONTEREY FOUNDATION.

Second: That this corporation shall be a non-profit corporation organized solely for general charitable and eleemosynary purposes under and pursuant to Section 606 of the Civil Code of the State of California.

Third: That the place where its principal business is to be transacted is at Monterey, in the County of Monterey, State of California.

Fourth: That the board of trustees of said corporation shall be fifteen (15). The trustees of the corporation shall be elected by a majority vote of the members of the corporation and each shall hold office for a term of five (5) years; provided,

however, that the names of the members of the first board of trustees, their residences, and the terms of office of such members are as follows:

| <u>Names</u> | <u>Residences</u> | <u>Terms of Office</u> |
|-------------------|--|---------------------------|
| Clyde A. Dorsey | Monterey, California | Until annual meeting 1946 |
| Frances A. Elkins | Monterey, California | " " " " |
| James B. Finley | Carmel, California | " " " " |
| Roger S. Fitch | Monterey, California | Until annual meeting 1946 |
| Mary L. Greene | Monterey, California | " " " " |
| Stuart Haldorn | Carmel, California | " " " " |
| A. B. Jacobsen | Pacific Grove, California | Until annual meeting 1946 |
| Margaret A. Jacks | Monterey, California | " " " " |
| Harold Mack | Monterey, California | " " " " |
| Carmel Martin | Monterey, California | Until annual meeting 1946 |
| S. F. E. Morse | Pebble Beach, California | " " " " |
| W. M. O'Donnell | Monterey, California | " " " " |
| Myron A. Oliver | Monterey, California | Until annual meeting 1946 |
| Helen C. Russell | Jamesburg Route, Monterey, California | " " " " |
| E. H. Tickle | Carmel Highlands, Carmel, California | " " " " |

Fifth: The incorporators hereof, and any other persons elected to membership, shall constitute the membership of this corporation.

IN WITNESS WHEREOF, we have hereunto set our hands
and seals this 20th day of March, 1945.

Claydon Dorsey.

Francis D. Seeks

James B. Deely

John S. Niles

Mary L. Greene

Edward W. Jackson

Robert L. Jones

Edward W. Jackson

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Robert L. Jones

August H. Miller
Geo. W. Eckhardt
Walter E. Newcome

Edward W. Jackson

Robert L. Jones

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Robert L. Jones

STATE OF CALIFORNIA)
County of Monterey) ss.

On this 26th day of March, 1945. before me,
VIOLET S. BENNY, a Notary Public in and for the County of
Monterey, State of California, personally appeared CLYDE A.
DORSEY, FRANCES A. ELKINS, JAMES B. FINLEY, ROGER S. FITCH,
MARY L. GREENE, STUART HALDORN, A. B. JACOBSEN, MARGARET A.
JACKS, HAROLD MACK, CARREL MARTIN, S. F. B. MORSE, W. M.
O'DONNELL, MYRON A. OLIVER, HELEN C. RUSSELL, E. H. TICKLE,
EDMET G. MOMENAMIN, MARTHA E. GRAGG, SAMUEL G. BLYTHE, F. R.
BLANK, H. T. HUBBARD, C. C. FIELD, T. A. WORK, JAS. F. van
LOBEN SELS, ANGELO LUCIDO, ROBINSON JEFFERS, NOEL SULLIVAN,
MARIA ANTONIA BACH THOMPSON, ANITA M. DOUD, W. R. NORMAN,
C. H. MASON, ARMIN HANNEN, GEO. W. ECKHARDT, and MARTHA E.
NEWCOME, known to me to be the persons whose names are
subscribed to the within instrument, and acknowledged to
me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed my Official Seal, at my office in the County of
Monterey, the day and year in this certificate first above
written.

Violet S. Benny
Notary Public in and for the
County of Monterey, State of California.



STATE OF CALIFORNIA

OFFICE OF

Franchise Tax Commissioner

SACRAMENTO 14

April 11, 1945

Hudson, Martin & Ferrante
Attorneys at Law
490 Calle Principal
Monterey, California

Dear Sir

RE: **MONTEREY FOUNDATION**

The claim of the above named organization for exemption from California franchise tax is hereby approved. Said organization need not file annual franchise tax returns unless its character, purposes, method of operation, sources of income, or the method of distribution of income, be changed. Any change in the mentioned particulars should be promptly reported to this office.

Very truly yours

CHAS. J. McCOLGAN
Franchise Tax Commissioner

By

Milton Huot
Milton Huot

Associate Tax Counsel
Assistant

WH:AK

cc- Sec. of State
cc- P. Russell

FOR VICTORY



1977:11

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Statement by Corporation of Address of Principal Office, Names of Officers and Designation of Agent for the Service of Process

(For filing with the Secretary of State of the State of California pursuant to Section 3101 or Section 9003, Corporations Code)

The Monterey, Foundation

a corporation, makes the following statements:

1. That it is a corporation organized under the laws of the State of California
2. The address and location of its principal office (California) are as follows:

(a) 215 Alvarado St.,

(Post Office or mail address)

(b) Monterey, California

(Street address or location)

FILED
In the office of the Secretary of State
of the State of California

APR 12 1950

FRANK M. JORDAN, Secretary of State

3. The names of the following officers are:

(a) President, Mrs. Henry Petter Russell

(b) Secretary, Ted K. Clark

(c) Treasurer, Ted K. Clark

(d) Other officers desired to be named are, Miss Margaret Jackson, 1st. Vice President,
Mr. A. B. Jacobson, 1st. Vice President, Mrs. Harry E. Lucigan, 2nd. Vice President,

(No officers other than the president or other head, the secretary, or a treasurer, if any, need be named)

4. _____, whose address is _____
(Name of individual)

(Give address in California at which agent can be personally contacted)

is designated as Agent for the purpose of service of process.

~~The Monterey Foundation~~

By Ted K. Clark, Secretary

NOTES: (A) Items 1 (identity), 2 (address and location of principal office) and 3 (names of officers) must be filled in in all cases. Item 4 (designation of agent) is optional and should not be filled in unless it is desired to designate a person to act as agent for the purpose of receiving process against the corporation. Item 4 should not be filled in at all by a foreign corporation.

(B) All domestic (California) corporations, profit and nonprofit, are required to file this statement with the Secretary of State (Section 3101, Corporations Code). After the original filing, unless required by Section 9001, Corporations Code, new statements must be filed only in the case of a change of address or location of principal office. New statements may be filed at any time desired for the purpose of designating an agent, or new agent, for purpose of service of process.

(C) Every domestic and qualified foreign nonprofit corporation expressly exempted from taxation by the provisions of the Bank and Corporation Franchise Tax Act of the State of California must file this statement (items 1, 2, and 3) with the Secretary of State sometime during each and every calendar year beginning with the year 1950. Failure to file creates a presumption of abandonment making the corporation name available for use by another corporation. Such presumption of abandonment may be removed at any time by the filing of this statement, subject to the adoption of a new name if the corporation's name has been appropriated by another corporation during the period of presumed abandonment (Section 9003, Corporations Code). The statement may also be filed at any time for the purpose of changing address or location of principal office of a domestic corporation or for the purpose of designating an agent or new agent, except that it may not be filed by a foreign corporation for either purpose.

(D) There is no fee for filing this statement if only items 1, 2, and 3 are filled in. If item 4 is filled in, however, for the purpose of designating an agent for the service of process, a filing fee of \$5 will be charged.

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
MONTEREY FOUNDATIONJAN 7 1966
FRANK E. GIBSON, Secretary of State

The Undersigned, ALLEN GRIFFIN and IRMA L. McKEVER,
certify that we are the President and Secretary, respectively,
of Monterey Foundation, a non-profit corporation.

At regular annual meetings of members and the Board
of Trustees of Monterey Foundation held at Monterey, Cali-
fornia, at 4 PM and 5:30 PM respectively, on January 17, 1966,
at which the numbers of members and trustees constituting
quorums were 56 and 10 respectively, the following amendment
was adopted by unanimous consent of those present - 58 members
and 17 trustees respectively:

BE IT RESOLVED That so much of Article Fourth as
presently reads

"That the board of trustees of said corporation
shall be fifteen (15)" is hereby amended to read
in full as follows: "That the board of trustees
of said corporation shall be twenty-five (25)".

At special meetings of members and the Board of
Trustees of Monterey Foundation held at Monterey, California,
at 4 PM and 4:30 PM respectively on February 3, 1966, at which
the numbers of members and trustees constituting quorums were
56 and 10 respectively, the following amendment was adopted by
unanimous consent of those present - 88 members and 19 trustees
respectively:

BE IT RESOLVED That Article Second of the Articles
of Incorporation of Monterey Foundation be amended by the
addition of the following paragraphs:

"Notwithstanding anything herein to the contrary,
this corporation shall exercise only such powers
as are in furtherance of charitable or education-
al purposes."

"Upon the winding up and dissolution of this
corporation, after paying or adequately provid-
ing for the debts and obligations of the
corporation, the remaining assets shall be dis-
tributed to a nonprofit fund, foundation or

corporation, which is organized and operated exclusively for charitable and educational purposes and which has established its tax-exempt status. If this corporation holds any assets on trust, such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation."

Each of the undersigned declares under penalty of perjury that the foregoing is true and correct, at Monterey, California, on February 17, 1966.


President of Monterey Foundation


Secretary of Monterey Foundation

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FILED

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In the office of the Secretary of State
of the State of California

APR 10 1972

EDMUND G. BROWN Jr., Secretary of State

Deputy

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

WILL SHAW and RUTH GRATIOT certify:

1. That they are the president and the secretary, respectively, of MONTEREY FOUNDATION, a California corporation.

2. That at a meeting of the Board of Governors of said corporation, duly held at Monterey, California, on March 1, 1972, the following resolution was adopted:

"RESOLVED: That Article First of the Articles of Incorporation of this corporation be amended to read as follows:

'FIRST: The name of the corporation is Monterey Foundation.

"Article Second be amended to read as follows:

'SECOND: The purposes for which this corporation is formed are exclusively charitable purposes specifically and primarily in and for the benefit of the communities of the Monterey Peninsula of California. In connection with these purposes, the corporation shall have the purposes and power to receive, acquire, hold, manage, administer, and expend property and funds for such charitable and eleemosynary purposes, including the assistance and support of qualified charitable organizations exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and the disposition from time to time of property held by the corporation in such manner that its charitable purposes will be effectively served. The general purposes and powers of the corporation include those set forth in California Corporations Code, Section 10206 and all other sections of the California Corporation Code giving powers to nonprofit corporations and to corporations for charitable or eleemosynary purposes.

"The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each sentence shall, except where otherwise expressed, be in no way limited or restricted by any reference to or inference from the terms or provisions of any other sentence but shall be regarded as independent purposes and powers.

"Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in

furtherance of the primary purposes of this corporation, and shall not carry on any activity not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 or by a corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code.

'This corporation is organized solely for generally charitable and eleemosynary purposes under Part 3 of Division 2 of Title 1 of the California Corporations Code. It does not contemplate pecuniary gain or profit to its members and is organized for nonprofit purposes.

'This corporation is intended to be an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code and which is publicly supported and all terms and provisions of these Articles and all operations of the corporation shall be construed, applied and carried out in accordance with that intent. Reference to any section of the Internal Revenue Code of 1954 includes the corresponding provision or provisions then in effect of any subsequent federal tax laws.

"Article Third be amended to read as follows:

'THIRD: . . . part of the net earnings of the corporation shall inure to the benefit of or be distributed to its members, governors, or officers, but 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 SECOND hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

"Article Fourth be amended to read as follows:

'FOURTH: The principal office for the transaction of the business of the corporation is located in Monterey County, California.

"Article Fifth be amended to read as follows:

'FIFTH: The names, residences, and terms of office of the first Trustees are as follows:

| <u>Names</u> | <u>Residences</u> | <u>Terms of Office</u> |
|-------------------|----------------------|---------------------------|
| Clyde A. Dorsey | Monterey California | Until annual meeting 1946 |
| Frances A. Elkins | Monterey, California | " " " " |
| James B. Finley | Carmel, California | " " " " |
| Roger S. Fitch | Monterey, California | Until annual meeting 1947 |

| | | |
|-------------------|----------------------|---------------------------|
| Mary L. Greene | Monterey, California | Until annual meeting 1947 |
| Stuart Haldorn | Carmel, California | " " " " |
| A. B. Jacobsen | Pacific Grove, Ca. | Until annual meeting 1948 |
| Margaret A. Jacks | Monterey, California | " " " " |
| Harold Mack | Monterey, California | " " " " |
| Carmel Martin | Monterey, California | Until annual meeting 1949 |
| S. F. B. Morse | Pebble Beach, Ca. | " " " " |
| W. M. O'Donnell | Monterey, California | " " " " |
| Myron A. Oliver | Monterey, California | Until annual meeting 1950 |
| Helen C. Russell | Jamesburg Route, | |
| | Monterey, California | " " " " |
| E. H. Tickle | Carmel Highlands, | |
| | Carmel, California | " " " " |

'After March 1, 1972, the number of trustees (called "governors") of this corporation is eleven. Six governors shall be selected by the members and five governors shall be selected by organizations generally representative of varied elements and organizations in the Monterey Peninsula area, those organizations and the manner of selection of governors to be provided for in the bylaws of the corporation. Governors shall be appointed for a term of three years and shall not be appointed for more than two successive terms.

"And, Articles SIXTH, SEVENTH, EIGHTH and NINTH be added, reading as follows:

'SIXTH: The authorized number and qualifications of members of the corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability to dues and assessments shall be set forth in the bylaws.

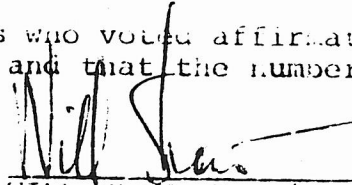
'SEVENTH: The matter of controlling, managing, investing, and disposing of the property of the corporation for purpose of earning an income from it may be delegated either in whole or in part to one or more trust companies or banks duly authorized to conduct a trust or banking business in this state as shall from time to time be determined by resolution of the Board of Governors.

'EIGHTH: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons. On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment 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 Internal Revenue Code. Such assets shall be disposed of in such manner as may be directed by decree of the superior court of the county in which the corporation has its principal office on petition thereof by the Attorney General or by any person concerned in the liquidation in a proceeding to which the Attorney General is a party. The dissolution shall be accomplished consistent with the intent that the assets or funds be held and used for the purpose of a public charity, and said termination shall not be effected so as to cause any tax to be imposed under Section 507(a) of the Internal Revenue Code.


"...Any action required or permitted to be taken by the Board of Governors under any provision of law may be taken without a meeting if all members of the Board individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as the unanimous vote of such governors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by unanimous written consent by the Board of Governors without a meeting and that the Articles of Incorporation of this corporation authorize the governors to so act and such statement shall be prima facie evidence of such authority."

3. That the members have adopted said amendment by resolution at a meeting held at Monterey, California, on March 1, 1972. That the wording of the amended articles, as set forth in the members' resolution, is the same as that set forth in the governors' resolution in Paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 92, and that the number of members constituting a quorum is 57.

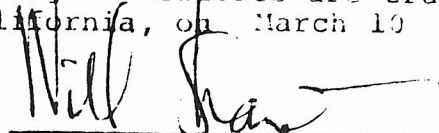


WILL SHAW, President

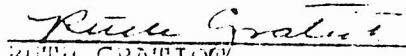


RUTH GRATIOT, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Monterey, California, on March 10, 1972.



WILL SHAW



RUTH GRATIOT

name change to; monterey peninsula foundation

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A160536

FILED

In the office of the Secretary of State
of the State of California

NOV 21 1975

MADEY & SONS, Inc.

Deputy

CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION

JEAN L. THOMAS and RUTH R. GRATIOT testify:

1. That they are the president and secretary, respectively,
of MONTEREY FOUNDATION, a California corporation.

2. That at a meeting of the Board of Governors of said
corporation, duly held at Monterey, California, on November 13,
1975, the following resolution was adopted:

"RESOLVED: That Article FIRST of the Articles of this
corporation be amended to read as follows:

'FIRST: The name of the corporation is MONTEREY
PENINSULA FOUNDATION. '"

3. That the members have adopted said amendment by
resolution at a meeting held at Monterey, California, on
November 13, 1975. That the wording of the amended articles
as set forth in the members' resolution, is the same as that
set forth in the Governors' resolution in paragraph 2 above.

4. That the number of members who voted affirmatively
for the adoption of said resolution is 48, and that the
number of members constituting a quorum is 45.

Jean L. Thomas
Jean L. Thomas

Ruth R. Gratiot
Ruth R. Gratiot

Each of the undersigned declares under penalty of perjury
that the matters set forth in the foregoing Certificate are
true and correct.

Executed at Monterey, California, on November 13, 1975.

Jean L. Thomas
Jean L. Thomas

Ruth R. Gratiot
Ruth R. Gratiot

197714

A185557

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

FILED
In the Office of the Secretary of State
of the State of California

DEC 29 1977

MADEY R. H. Secretary of State

[Signature]
Deputy

HOWARD S. BUCQUET and NANCY BORLAND certify:

1. That they are the president and the secretary, respectively, of MONTEREY PENINSULA FOUNDATION, a California corporation.

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2. That at a meeting of the Board of Governors of said corporation, duly held at Monterey, California, on August 4, 1977, the following resolution was adopted:

"RESOLVED: That Article TENTH be added to the Articles of this corporation, said Article to read as follows:

'TENTH:

'1. The Board of Governors shall have the following powers:

'(a) to modify any restriction or condition on the distribution of funds for any specified charitable purposes or to specified organizations, if in their sole judgment (without the approval of any trustee, custodian, or agent), such restriction or condition becomes, in effect, unnecessary, incapable of fulfillment, or inconsistent with the charitable needs of the Monterey Peninsula of California;

'(b) to replace any participating trustee, custodian, or agent for breach of fiduciary duty under the laws of the State of California; and

'(c) to replace any participating trustee, custodian, or agent for failure to produce a reasonable (as determined by the Board of Governors) return of net income (or appreciation when not inconsistent with this community trust's need for current income) with due regard to safety of principal, over a reasonable period of time (as determined by the Board of Governors).

'2. In determining whether there is a reasonable return of net income with respect to the exercise of the power described in subparagraph (c) of Paragraph 1 of this Article,

'(a) there shall be excluded from such determination such assets as are held for the active conduct of this community trust's exempt activities; and

'(b) such determination shall be made separately with respect to each restricted fund and shall be made in the aggregate with respect to the unrestricted funds of this community trust.

'A "restricted fund" means a fund, any income of which has been designated by the donor of the gift or bequest to which such income is attributable as being available only for the use or benefit of a named charitable organization or agency or for the use or benefit of a particular class of charitable organizations or agencies, the members of which are readily ascertainable and are less than five in number.

'3. If it appears that there may be grounds for exercising the power described in subparagraphs (b) or (c) of Paragraph 1 of this Article with respect to any fund, the Board of Governors shall notify the participating trustee, custodian, or agent involved and provide a reasonable opportunity for explanation and/or correction. Before exercising the power granted to the Board of Governors under subparagraphs (b) or (c) of Paragraph 1 of this Article, the Board of Governors may seek advice of legal counsel as to whether a breach or failure has been committed under the laws of the State of California. The Board of Governors shall exercise a power described in this Article only upon the vote of a simple majority of the members of the Board of Governors.

'4. Upon the exercise of the power under subparagraphs (b) or (c) of Paragraph 1 of this Article to replace any participating trustee, custodian, or agent, the Board of Governors shall have the power to select a successor trustee, custodian, or agent to whose custody the fund or funds held by the former trustee, custodian, or agent shall be transferred.'"

3. That the members have adopted said amendment by resolution at a meeting held at Monterey, California, on November 8, 1977. That the wording of the amended Articles as set forth in the members' resolution, is the same as that set forth in the Governors' resolution in paragraph 2 above.

4. That the number of members who voted affirmatively for the adoption of said resolution is 65, and that the number of members constituting a quorum is 53

Howard S. Bucquet
Howard S. Bucquet

Nancy Borland
Nancy Borland

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing Certificate are true and correct.

Executed at Monterey, California, on Dec. 21, 1977,
1977.

Howard S. Bucquet
Howard S. Bucquet

Nancy Borland
Nancy Borland

197714

A242697

FILED
In the office of the Secretary of State
of the State of California

DEC 22 1981

MARCH FONG EU, Secretary of State
[Signature]
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

PETER WRIGHT and MARK RAGGETT certify that:

1. They are the president and secretary, respectively, of the MONTEREY PENINSULA FOUNDATION, a California corporation.

2. At a meeting of the directors of the corporation, duly held at Monterey, California on November 18, 1981, the following resolution was adopted:

"RESOLVED: That Article FIFTH of the Articles of this corporation is amended to read as follows:

'FIFTH: The names, residences, and terms of office of the first Trustees are as follows:

| <u>Names</u> | <u>Residences</u> | <u>Terms of Office</u> |
|-------------------|--|---------------------------|
| Clyde A. Dorsey | Monterey, California | Until annual meeting 1946 |
| Frances A. Elkins | Monterey, California | " " " " |
| James B. Finley | Carmel, California | " " " " |
| Roger S. Fitch | Monterey, California | Until annual meeting 1947 |
| Mary L. Greene | Monterey, California | " " " " |
| Stuart Haldorn | Carmel, California | " " " " |
| A. B. Jacobsen | Pacific Grove, Ca. | Until annual meeting 1948 |
| Margaret A. Jacks | Monterey, California | " " " " |
| Harold Mack | Monterey, California | " " " " |
| Carmel Martin | Monterey, California | Until annual meeting 1949 |
| S. F. B. Morse | Pebble Beach, Ca. | " " " " |
| W. M. C'Donnell | Monterey, California | " " " " |
| Myron A. Oliver | Monterey, California | Until annual meeting 1950 |
| Helen C. Russell | Jamesburg Route, Monterey, California | " " " " |
| E. H. Tickle | Carmel Highlands, Carmel, California | " " " " |

'After November 18, 1981, the number of trustees (called "governors") of this corporation is thirteen. Seven governors shall be selected by the members and six governors shall be selected by organizations generally representative of varied elements and organizations in the Monterey Peninsula area, those organizations and the manner of selection of governors to be provided for in the bylaws of the corporation. Governors shall be appointed for a term of three years and shall not be appointed for more than two successive terms."

[Handwritten mark]

3. The members have adopted the amendment by resolution at a meeting held on November 18, 1981 at Monterey, California. The wording of the amended Article, as set forth in the members' resolution, is the same as that set forth in the Directors' resolution in paragraph 2 above.

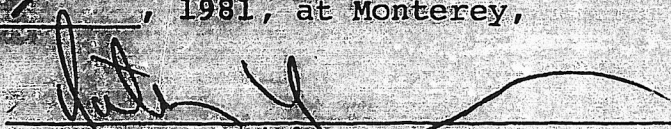
4. The number of members who voted affirmatively for the adoption of the resolution is 42, and the number of members constituting a quorum is 13.


Peter Wright, President


Mark Raggett, Secretary

The undersigned declare under penalty of perjury under the laws of the State of California that the matters set forth in the foregoing Certificate are true of their own knowledge.

Executed on December 1, 1981, at Monterey, California.


Peter Wright


Mark Raggett

NOV
Name changed to:

COMMUNITY FOUNDATION FOR MONTEREY 197714
COUNTY

A290774

CERTIFICATE

OF

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

MONTEREY PENINSULA FOUNDATION

FILED
In the office of the Secretary of State
of the State of California

NOV 28 1984

MARTIN FONG EU, Secretary of State

Deputy

JOSEPH A. LEE and JULIE E. PACKARD certify that:

1. They are the president and secretary, respectively,
of MONTEREY PENINSULA FOUNDATION, a California non-profit,
public benefit corporation.

2. The Articles of Incorporation of this corporation
are amended and restated to read in full as follows:

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

OF

COMMUNITY FOUNDATION FOR MONTEREY COUNTY

I

The name of this corporation is COMMUNITY FOUNDATION FOR
MONTEREY COUNTY.

II

A. This corporation is a non-profit, public benefit corpor-
ation 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 specific purpose of this corporation is to receive,

distribute and provide funds and services to charitable organizations for the benefit of persons and communities within Monterey County, California.

III

The corporation elects to be governed by all of the provisions of the new Public Benefit Corporation Law as defined in Section 9910 of the California Corporations Code.

IV

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

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 director, 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 payment, 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 Internal Revenue Code.

3. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the Board of Directors.

4. The foregoing Amended and Restated Articles of Incorporation have been duly approved by the required vote of members.

We further 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 our own knowledge.

Dated this 13th day of November, 1974.


Joseph A. Lee, President


John L. Packard, Secretary



I hereby certify that the foregoing transcript of 21 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JUL 26 2011

Date: _____ *mc*

Debra Bowen

DEBRA BOWEN, Secretary of State