

State of California
Secretary of State



I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.



IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of

FEB 11 2009

Debra Bowen

DEBRA BOWEN
Secretary of State

ENDORSED - FILED
in the Office of the Secretary of State
of the State of California

JAN 20 2009

**ARTICLES OF INCORPORATION
OF
VISTA DEL MAR FOUNDATION**

A California Nonprofit Public Benefit Corporation

- ONE: The name of this corporation is Vista del Mar Foundation.
- TWO: (a) 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.
- (b) The specific purpose of this corporation is to provide financial resources for the betterment of education of students enrolled in the Vista Del Mar Union School District. This corporation may also do all things necessary, incidental or advantageous to the carrying out of the foregoing statement of purpose.
- THREE: The name and address in the State of California of the corporation's initial agent for service of process is:
- Ronald Cortopassi
908 Clemens Way
Lompoc, CA
- FOUR: (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.
- (b) Notwithstanding any other provision of these Articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this

corporation, and this corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law, or (2) by a corporation, contributions to which are deductible under Section 170(c)(2) of the internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law.

(c) No substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code of 1986, and this corporation shall not participate in or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

FIVE:

(a) All corporate property is irrevocably dedicated to the charitable purposes set forth in Article TWO above. No part of the net earnings or assets of this corporation shall ever inure to the benefit of any of its directors, trustees, officers or members, or to the benefit of any private person.

(b) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of this corporation, the remaining assets of this corporation shall be distributed to the Vista Del Mar School, if it is then in existence and has maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 [and under Section 23701d of the California Revenue and Taxation Code], and if not, then to a nonprofit fund, foundation or corporation, selected and designated by the board of directors of this corporation, which is organized and operated exclusively for charitable purposes [like those set forth in Article TWO above] and which has established and maintained its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States internal revenue law [and under Section 23701d of the California Revenue and Taxation Code or the corresponding provision of any future California revenue and tax law].

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Dated: 12 Jan 2009

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Incorporator

