



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 12 page(s) was prepared by and in this office from the record on file, 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

JUN 20 2003



Kevin Shelley
Secretary of State

395625

FILED

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

MAY 3 1960

ARTICLES OF INCORPORATION
OF
KENSINGTON COMMUNITY COUNCIL

FRANK M. JORDAN, Secretary of State

By [Signature]
Deputy

We, the undersigned, for the purpose of forming a nonprofit corporation under the General Nonprofit Corporation Law of the State of California, do hereby state and certify:

FIRST: The name of this corporation is KENSINGTON COMMUNITY COUNCIL.

SECOND: (a) The specific and primary purposes for which this corporation is formed are:

The improvement and development of the capabilities of individuals, the instruction of the public on subjects useful to individuals and beneficial to the community, and the promotion of social welfare, in Kensington, California, and its vicinity.

In addition, this corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes.

(b) This corporation shall have such other educational and charitable purposes as its Board of Directors may authorize or approve from time to time, whether related or unrelated to the specific and primary purposes described in (a) above.

(c) This corporation shall hold and may exercise such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

THIRD: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

Restriction of right
to amend Articles

FOURTH: The principal office for the transaction of the business of this corporation is located in the County of Contra Costa, California.

FIFTH: The names and addresses of the persons who are to act in the capacity of directors of this corporation until the selection of their successors are as follows:

<u>Name</u>	<u>Address</u>
Charles H. Bower	833 Coventry Road, Kensington 7, California
John S. Chittenden	19 Kingston Road, Kensington 7, California
Barbara F. Doyle	152 York Avenue, Kensington 8, California
Patricia C. Freeman	74 Norwood, Kensington 7, California
Harold P. Lundgren	92 Kingston Road, Kensington 7, California
John W. Parker	50 Sunset Drive, Kensington 7, California

SIXTH: This corporation is not organized for profit, and the assets and earnings of the corporation shall be used exclusively for educational and charitable purposes. No part of the assets or net earnings of this corporation shall inure to the benefit of or be distributed to any member, director, or officer of this corporation or to any other private individual. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in any political campaign on behalf of or in opposition to any candidate for public office. Upon dissolution of the corporation, the net assets shall be distributed to one or more corporations or other organizations organized and operating exclusively for

educational or charitable purposes, or to the Kensington Community Service District of Contra Costa County, or to the municipality or political subdivision of which Kensington shall be a part.

SEVENTH: The provisions of these Articles of Incorporation may be amended only (a) upon unanimous vote of the Board of Directors of this corporation, and (b) upon the vote or written consent of two-thirds (2/3) of the voting membership of this corporation.

IN WITNESS WHEREOF, we, the undersigned, have executed these Articles of Incorporation this 1st day of April, 1960.

Charles H. Bower
Charles H. Bower

John S. Chittenden
John S. Chittenden

Barbara F. Doyle
Barbara F. Doyle

Patricia C. Freeman
Patricia C. Freeman

Harold P. Lundgren
Harold P. Lundgren

John W. Parker
John W. Parker

STATE OF CALIFORNIA)
County of Alameda) ss.

On this 1st day of April, 1960, before me, South H. Luman, a Notary Public in and for said County and State, residing therein, duly commissioned and sworn, personally appeared CHARLES H. BOWER, JOHN S. CHITTENDEN, BARBARA F. DOYLE, PATRICIA C. FREEMAN, HAROLD P. LUNDGREN and JOHN W. PARKER, known to me to be the persons described in and 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 in said County and State the day and year in this certificate above written.

South H. Luman
NOTARY PUBLIC in and for said
County and State.

My Commission Expires: May 16, 1963

NOTARY PUBLIC IN AND FOR THE COUNTY
OF ALAMEDA, STATE OF CALIFORNIA
My Commission Expires May 16, 1963

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CERTIFICATE OF AMENDMENT OF ARTICLES
OF INCORPORATION OF
KENSINGTON COMMUNITY COUNCIL

The undersigned, JOHN S. CHITTENDEN and BARBARA F. DOYLE, do hereby certify that they are, respectively, and have been at all times herein mentioned, the duly elected and acting President and Secretary of Kensington Community Council, a California corporation, and further that:

One: At a special meeting of the Board of Directors of said corporation duly held at its principal office for the transaction of business at 61 Arlington Avenue, Kensington, California, at 8:00 o'clock P.M., on the 17th day of November, 1960, at which meeting there were at all times present and acting all of the members of said Board, the following resolution was unanimously adopted:

WHEREAS, it is deemed by the Board of Directors of this corporation to be to its best interests and to the best interests of its members that its Articles of Incorporation be amended as hereinafter provided:

NOW, THEREFORE, BE IT RESOLVED that Article Second (a) of the Articles of Incorporation of this corporation be amended to read as follows:

~~Second~~ (a) The specific and primary purposes for which this corporation is formed are:

The improvement and development of the capabilities of individuals, and instruction of the public on subjects useful to individuals and beneficial to the community in Kensington, California, and its vicinity..

In addition, this corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes.

RESOLVED, FURTHER that the Board of Directors of this corporation hereby adopts and approves said amendment of its Articles of Incorporation; and

RESOLVED FURTHER that the President and the Secretary of this corporation be and they hereby are authorized and directed to procure the adoption and approval of the foregoing amendment by the vote or written consent of two-thirds of the voting membership of this corporation, and thereafter to sign and verify and to file a certificate in the form and manner required by the California Corporations Code, and in general to do any and all things necessary to effectuate said amendment in accordance with said California Corporations Code.

X FILED

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

FEB 23 1961

FRANK M. JOHNSON, Secretary of State

Barbara F. Doyle
Secretary

Two: The number of the voting membership of this corporation is 17. Members do not have unequal voting power.

Three: The number of members of this corporation consenting to the above amendment is 14; the following is a copy of the form of written consent executed by such members:

WRITTEN CONSENT OF MEMBERS TO
AMENDMENT OF ARTICLES OF
INCORPORATION OF
KENSINGTON COMMUNITY COUNCIL

WHEREAS, at a special meeting of the Board of Directors of Kensington Community Council, a California non-profit corporation, duly held at the principal office of said corporation at 61 Arlington Avenue, Kensington, California, on the 17th day of November, 1960, at which meeting there were at all times present and acting all of the members of said Board, an amendment of the Articles of Incorporation of said corporation was unanimously adopted and approved by resolution of said Board amending Article Second (a) of said Articles of Incorporation to read as follows:

~~Section~~ (a) The specific and primary purposes for which this corporation is formed are:

The improvement and development of the capabilities of individuals, and instruction of the public on subjects useful to individuals and beneficial to the community in Kensington, California and its vicinity.

In addition, this corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes.

NOW, THEREFORE, each of the undersigned members of said corporation does hereby adopt, approve and consent to the foregoing amendment of said Articles of Incorporation, and does hereby consent that Article Second (a) of said Articles of Incorporation be amended to read as herein set forth.

IN WITNESS WHEREOF, each of the undersigned has executed this consent, and following is the date of such execution.

Name

Date

IN WITNESS WHEREOF, the undersigned have executed this
Certificate of Amendment this 9th day of February, 1961.

John L. Chittenden
President

Barbara F. Doyle
Secretary

STATE OF CALIFORNIA
COUNTY OF CONTRA COSTA

} ss.
}

JOHN S. CHITTENDEN and BARBARA F. DOYLE, each of or
himself, declares:

John S. Chittenden is and was at all of the times
mentioned in the foregoing Certificate of Amendment of Articles
of Incorporation the President of Kensington Community Council,
the California non-profit corporation therein mentioned, and
Barbara F. Doyle is and was at all of said times, the Secretary
of said corporation. Each has read said Certificate of Amendment
of Articles of Incorporation and the matters set forth therein
are true of his own knowledge, and the signatures purporting to
be the signatures of said President and Secretary thereto are
the genuine signatures of said President and Secretary respectively.

Each of the undersigned declares under penalty of
perjury that the foregoing is true and correct.

Executed at Kensington, California, on February 9, 1961.

John S. Chittenden
Barbara F. Doyle

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FILED

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

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LIANCH JUNG LU, Secretary of State

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
KENSINGTON COMMUNITY COUNCIL

John J. Vlahos and Wendy Bergman certify that:

1. They are the president and secretary, respectively, of Kensington Community Council, a California Corporation.

2. The Articles of Incorporation of the Kensington Community Council are amended and restated as follows:

FIRST: The name of this corporation is KENSINGTON COMMUNITY COUNCIL.

SECOND: 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. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under part 5 thereof.

THIRD: (a) The specific and primary purposes for which this corporation is formed are:

1. The improvement and development of the capabilities of individuals, the instruction of the public on subjects useful to individuals and beneficial to the community, and the promotion of social welfare, in Kensington, California, and its vicinity.
2. To provide educational/recreational programs for community enrichment and to improve and administer such

educational/recreational facilities designated as "community," solely, or in conjunction with the Kensington Community Service District, a public district and agency, or other facilitating public body or agency.

3. To provide a neutral forum in which all Kensington Community Groups can come together to plan for the general welfare.

In addition, this corporation is formed for the purpose of performing all things incidental or appropriate to the achievement of the foregoing specific and primary purposes.

(b) This corporation shall have such other educational and charitable purposes as its Board of Directors may authorize or approve from time to time, whether related or unrelated to the specific and primary purposes described in (a) above, provided however that such purposes are consistent with and fall within the meaning of charitable and educational purposes under section 501(c)(3) of the United States Internal Revenue Code and its regulations as they now exist or as they may hereafter be amended from time to time.

(c) This corporation shall hold and may exercise such powers as may be conferred upon a nonprofit corporation by the laws of the State of California and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of this corporation.

FOURTH: The principal office for the transaction of the business of this corporation is located in the County of Contra Costa, California.

FIFTH: This corporation is not organized for profit and the assets and earnings of the corporation shall be used exclusively for educational and charitable purposes. The property of this corporation is irrevocably dedicated to charitable and educational purposes. No part of the assets or net earnings of this corporation shall inure to the benefit of or be distributed to any member, director or officer of this corporation or to any other private individual. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting, to influence legislation, or participating in, or intervening in any political campaign on behalf of or in opposition to any candidate for public office. Upon dissolution of the corporation, the net assets shall be distributed to one or more corporations or other organizations organized and operating exclusively for educational or charitable purposes and qualified as exempt organizations under section 501(c)(3) of the United States Internal Revenue Code and its regulations as they now exist or may hereafter be amended from time to time, or to the Kensington Community Service District, a public district and agency, or to such other municipality or political subdivision of which the area of Kensington may be a part.

SIXTH: These Articles may be amended by approval of the Board of Directors and of the members. Approval of the members shall mean approval or ratification by the affirmative votes of a majority of votes represented and voting at a duly held meeting of the members at which a quorum is present (which affirmative

votes shall also constitute a majority of the required quorum) or by written ballot in conformity with Corporations Code section 5513. Approval of the Board shall be by any means or method provided in the By-Laws of the Corporation for the transaction of the business by the Board of Directors.

3. The foregoing amendments of articles of incorporation have been duly approved by the board of directors.

4. The foregoing amendments of 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.

Date: June 26, 1989

John J. Vlahos
JOHN J. VLAHOS, President

Wendy Bergman
WENDY BERGMAN, Secretary



ALAN CRANSTON, CHAIRMAN
STATE CONTROLLER

JOHN E. CARR
DIRECTOR OF FINANCE

PAUL R. LEAKE
CHAIRMAN BOARD OF REGULATION



MAY 3 - 1960

JOHN J. CAMPBELL
EXECUTIVE OFFICER

SACRAMENTO 14

State of California
Franchise Tax Board
May 2, 1960

Marlington Community Council
c/o Hall, Henry, Oliver and McNeary
351 California Avenue
San Francisco, California

Re: Exemption from Franchise Tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701d of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a charitable organization.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If you have income from an unrelated trade or business that is taxable under the provisions of Section 23731 of the Revenue and Taxation Code, you must file a return on Form 109 on or before the 15th day of the 3rd month following the close of your fiscal year. Copies of this form may be obtained from this office or any of its branches.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 17214, 17215, 17216 and 24357 of the Revenue and Taxation Code.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

Very truly yours,

FRANCHISE TAX BOARD
John J. Campbell
Executive Officer

By *C. M. Gray*
C. M. Gray
Associate Tax Counsel

TMG:mp
cc: Secretary of State
(D)

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
KENSINGTON COMMUNITY COUNCIL

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

NOV 19 2003

KEVIN SHELLEY
Secretary of State

The undersigned certify that:

1. They are the President and secretary, respectively, of KENSINGTON COMMUNITY COUNCIL, a California corporation.

2. Article SECOND of the Amended and Restated Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"SECOND: 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:

1. The improvement and development of the capabilities of individuals, the instruction of the public on subjects useful to individuals and beneficial to the community, and the promotion of social welfare in Kensington, California and its vicinity;

2. To provide educational and recreational programs for community enrichment and to improve and administer such educational and recreational facilities designated as "community," solely, or in conjunction with the Kensington Police Protection and Community Service District, a public district and agency, or other facilitating public body or agency;

3. To provide a neutral forum in which all Kensington Community Groups can come together to plan for the general welfare; and

4. To do and perform all acts and things necessary, incidental or appropriate to the achievement of the foregoing specific purposes."

3. Article THIRD of the Amended and Restated Articles of Incorporation of this corporation is amended to read in its entirety as follows:

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

"B. 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."

4. Article FIFTH of the Amended and Restated Articles of Incorporation of this corporation is amended to read in its entirety as follows:

"FIFTH: The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code 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 and educational purposes meeting the requirements for exemption provided by section 214 of the Revenue and Taxation Code and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Service."

5. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the board of directors.

6. The foregoing amendment of the Amended and Restated Articles of Incorporation has been duly approved by the 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.

DATE: 9/8/03

Donald Specter
Donald Specter, President

Danielle Power
Danielle Power, Secretary

