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CERTIFICATE OF AMENDED AND RESTATED
OF
ARTICLES OF INCORPORATION
OF
THE MONDAY CLUB OF SAN LUIS OBISPO
 (California Corporation No. C0140834)

FILED *a*
 Secretary of State
 State of California
 (W) MAR 10 2017 *AM*

The undersigned certify that:

1. They are the president and secretary, respectively, of The Monday Club of San Luis Obispo, a California nonprofit mutual benefit corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read in full as follows:

ARTICLE I: NAME OF CORPORATION

1. The name of the corporation is The Monday Clubhouse Conservancy.

ARTICLE II: PURPOSE OF CORPORATION

2. 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.
3. The specific purpose of this corporation shall be to preserve and restore the historical landmark known as The Monday Club in San Luis Obispo, California, and to provide public access to the landmark for educational purposes, and to carry on other charitable and educational activities associated with this goal as allowed by law.
4. This corporation is organized exclusively for charitable and educational purposes within the meaning of Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law. Despite any other provision in these articles, the corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Internal Revenue Code §501(c)(3) or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Internal Revenue Code §170(c)(2) or the corresponding provision of any future United States internal revenue law.

ARTICLE III: TAX-EXEMPT STATUS OF CORPORATION

5. Tax-exempt status.
 - (a) No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation (except as otherwise permitted by Internal Revenue Code §501(h)(9)), and this corporation shall not participate or

intervene in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

(b) All corporate property is irrevocably dedicated to the purposes set forth in Article 2. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, private shareholders or members, or to individuals.

(c) On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to an organization (or organizations) organized and operated exclusively for charitable and/or educational purposes, if the organization has established its tax-exempt status under Internal Revenue Code §501(c)(3) (or corresponding provisions of any future federal Internal Revenue Code law), and satisfies the requirements of California Revenue and Taxation Code §214.

(d) The corporation will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Internal Revenue Code §4942 or by corresponding provisions of any later federal tax laws.

(e) The corporation will not engage in any act of self-dealing as defined in Internal Revenue Code §4941(d) or in corresponding provisions of any later federal tax laws.

(f) The corporation will not retain any excess business holdings as defined in Internal Revenue Code §4943(c) or in corresponding provisions of any later federal tax laws.

(g) The corporation will not make investments in a manner that would subject it to tax under Internal Revenue Code §4944 or under corresponding provisions of any later federal tax laws.

(h) The corporation will not make any taxable expenditures as defined in Internal Revenue Code §4945(d) or in corresponding provisions of any later federal tax laws.

The undersigned certify that the forgoing amendment of Articles of Incorporation has been duly approved by the board of directors.

The undersigned certify that corporation has no 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: March 8, 2017

Cyndi Runstrom
Cyndi Runstrom, President
Kathy Longorier
Kathy Longorier, Secretary