

**SECRETARY OF STATE**

I, *BILL JONES*, 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

MAR - 3 1999

*Bill Jones*

Secretary of State



ENDORSED - FILED  
In the office of the Secretary of State  
of the State of California  
MAR - 1 1999  
BILL JONES, Secretary of State

ARTICLES OF INCORPORATION

OF

SHELTER PROVIDERS OF NORTHERN CALIFORNIA, INC.

I.

The name of this corporation is Shelter Providers of Northern California, Inc.

II.

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 assist and facilitate the construction or rehabilitation of temporary housing for temporarily homeless families and individuals.

III.

The name and address in the State of California of this corporation's initial agent for service of process are: Gary W. Hambly, 200 Porter Drive, San Ramon, California 94583.

IV.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended.

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

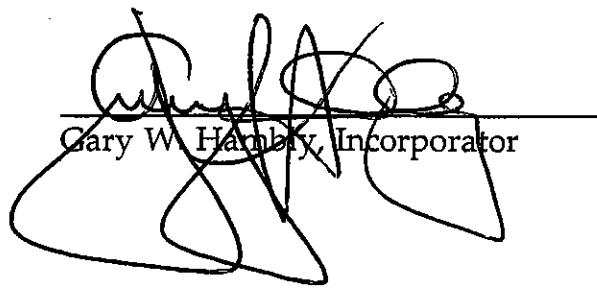
C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Section 501(h) of the Internal Revenue code and Section 23074.5 of the California Revenue and Taxation Code. This 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.

V.

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 that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

DATED: February 25, 1999

  
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Gary W. Hanby, Incorporator

