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AMENDED AND RESTATED ARTICLES OF INCORPORATION

OF

THE EPISCOPAL CHURCH IN THE DIOCESE OF CALIFORNIA

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

MAR 11 1998

*Bill Jones*  
BILL JONES, Secretary of State

The undersigned certify that:

1. They are the President and the Secretary, respectively, of The Episcopal Church in the Diocese of California, a California non-profit religious corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

I

The name of this corporation is The Episcopal Church in the Diocese of California.

II

A. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law of California exclusively for religious purposes. The corporation elects to be governed by all of the provisions of the non-profit corporation law of 1980 not otherwise applicable to it under Part 5 thereof.

B. The specific purpose of this corporation is to take, receive, acquire, hold, manage, and administer property, funds, and money of and for the use and benefit of the Episcopal Church in the area known as the Diocese of California, and of and for its constituent and related churches, ministries, and organizations, including without limitation parishes, schools, colleges, missions, congregations, and other Diocesan institutions wherever located, whether such property, money, or funds be acquired, held, managed, or used by or for churches, personages, hospitals, schools, colleges, orphan asylums, homes, cemeteries, other Diocesan institutions, or for other religious, benevolent, or educational purposes related to the purposes expressed above.

III

A. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended ("Section 501(c)(3)").

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.

IV

A. The property of this corporation is irrevocably dedicated to religious 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.

B. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed (a) to The Episcopal Bishop of California, a California corporation sole, or (b) if such corporation is then not in existence, then to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for the benefit of the Episcopal Church or its successor and which has established its tax exempt status under Section 501(c)(3).

V

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VI

This corporation is authorized in its discretion to provide to its agents, as that term is defined in Section 9246 of the General Corporation Law of the State of California ("Section 9246"), indemnification for any breach of duty to the corporation, whether through Bylaw provisions or through agreements with such agents or both, subject only to the limits on indemnification set forth in paragraph (c) of Section 9246.

3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the Board of Directors of the corporation.
4. The 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.

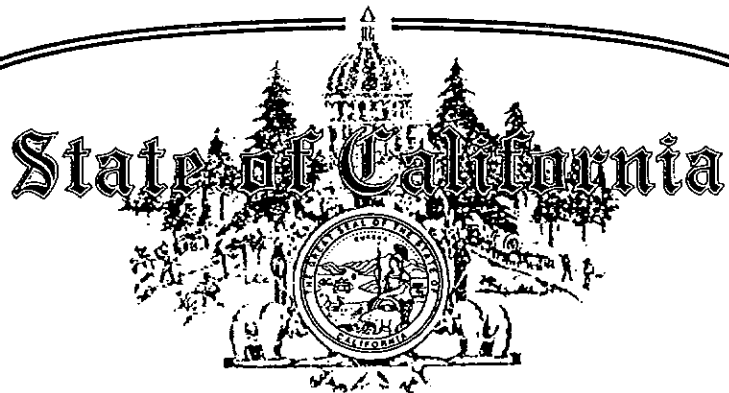
Date: March 4, 1998

Margaret G. Gill  
Margaret G. Gill, President

Date: March 4, 1997

Philip S. Boone, Jr.  
Philip S. Boone, Jr., Secretary





## 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

AUG 17 2001

*Bill Jones*

Secretary of State

## CERTIFICATE OF AMENDMENT

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

OF

AUG 14 2001

## ARTICLES OF INCORPORATION

BILL JONES, Secretary of State

OF

## THE EPISCOPAL CHURCH IN THE DIOCESE OF CALIFORNIA

Margaret Gill and Cynthia R. Rowland certify that:

1. They are the President and the Secretary, respectively, of the Episcopal Church in the Diocese of California, a California nonprofit religious corporation.

2. Article II of the Articles of Incorporation of this corporation is amended to read as follows:

## "II

A. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the Nonprofit Religious Corporation Law of California exclusively for religious purposes. The corporation elects to be governed by all of the provisions of the non-profit corporation law of 1980 not otherwise applicable to it under Part 5 thereof.

B. The specific purpose of this corporation is take, receive, acquire, hold, manage, and administer property, funds, and money of and for the use and benefit of the Episcopal Church in the area known as the Diocese of California, and of and for its constituent and related churches, ministries, and organizations, including without limitation parishes, schools, colleges, missions, congregations, and other Diocesan institutions wherever located, whether such property, money, or funds be acquired, held, managed, or used by or for churches, personages, hospitals, schools, colleges, orphan asylums, homes, cemeteries, other Diocesan institutions, or for other religious, benevolent, or educational purposes related to the purposes expressed above.

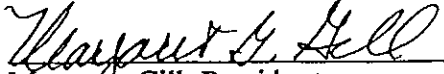
C. For avoidance of doubt, this corporation is authorized and has always been authorized to accept appointment as trustee of any trust and executor, administrator or personal representative of any estate."

3. The foregoing amendment of the Articles of Incorporation has been duly approved by the Board of Directors.

4. The 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: August 13, 2001

  
Margaret Gill, President

  
Cynthia R. Rowland, Secretary

