

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

682499
AUG 25 1971

EDMUND G. BROWN Jr., Secretary of State

By *[Signature]*

ARTICLES OF INCORPORATION
OF

SOCIAL ADVOCATES FOR YOUTH, SAN DIEGO, INC.

ARTICLE I

The name of this corporation is
SOCIAL ADVOCATES FOR YOUTH, SAN DIEGO, INC.

ARTICLE II

A. The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in subparagraph 1 of this paragraph A of ARTICLE II, are as follows:

1. To establish and operate a program for the rendering of counseling and guidance services, companionship and services of similar nature to young persons.

2. To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise, or otherwise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues and profits derived from

Restriction of right
to amend articles
Yes

No

any property of this corporation for any of the purposes for which this corporation is formed.

3. To purchase or otherwise acquire, own, hold, sell, convey, lease, or otherwise dispose of, and mortgage, or otherwise hypothecate or encumber, all kinds of property, real and personal, and while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.

4. To borrow money, incur indebtedness, and to secure the repayment of the same by mortgage, pledge, deed of trust, or otherwise.

5. Generally to do all things incidental or appropriate to the achievement of any of the foregoing purposes, and to exercise all the powers and privileges which are given to any nonprofit corporation under the General Nonprofit Corporation Law of the State of California.

B. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

C. Notwithstanding any of the above statements of purposes and powers, this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt to influence legislation or to participate in,

or intervene in (including the publishing or distributing of statements), any political campaign on behalf of, or in opposition to, any candidate for public office, nor shall it engage in activities which in themselves are not in furtherance of religious, charitable, scientific, literary or educational purposes, or for the prevention of cruelty to children or animals, and nothing contained in the foregoing statement shall be construed to authorize this corporation to aid any organization other than those organizations qualified for exemption from Federal income tax under the Internal Revenue Code of 1954, as now in effect or as subsequently amended, which are organized and operated exclusively for religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals, no part of the net earnings of which inures to the benefit of any private shareholder or individual, no substantial part of the activities of which is carrying on propaganda, or otherwise attempting, to influence legislation, and which do not participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of or in opposition to, any candidate for public office.

D. In the event that this corporation is or becomes a private foundation, as defined in Section 509 of the Internal Revenue Code, and notwithstanding any of the

above statements of purposes and powers, this corporation shall be:

1. Required to distribute its income for each taxable year at such time and in such manner as not to subject this corporation to tax under Section 4942 of the Internal Revenue Code; and

2. Prohibited from engaging in any act of self-dealing (as defined in Section 4941(d) of the Internal Revenue Code), from retaining any excess business holdings (as defined in Section 4943(c) of the Internal Revenue Code), from making any investments in such manner as to subject this corporation to tax under Section 4944 of the Internal Revenue Code, or from making any taxable expenditures (as defined in Section 4945(d) of the Internal Revenue Code).

ARTICLE III

The number, qualifications and classes of members, the property, voting and other rights and privileges of each class of membership, and the liability of each and all classes as to dues or assessments and method of collection thereof shall be set forth in the By-Laws of this corporation.

ARTICLE IV

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

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gain, profits or dividends to the members thereof or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, scientific, literary, educational and religious purposes, and no part of the profit or net income of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private shareholder or individual.

ARTICLE V

In the event of the liquidation or dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, none of its assets shall inure to any individual, but shall be distributed to another charitable organization or organizations, formed for and operating for purposes similar to the purposes for which this corporation is formed, the property of which is dedicated to exempt purposes as specified in Revenue and Taxation Code Section 214, and which have qualified for exemption under Internal Revenue Code Section 501(c)(3) of the Internal Revenue Code, and Revenue and Taxation Code Section 23701(d), or such other legislation of similar import as shall be in effect at the time of such dissolution.

If this corporation holds any assets in trust, such assets shall be disposed of in accordance with a Decree of the Superior Court of the county in which this corporation's principal office is located, upon petition therefor by the Attorney General or any person concerned in liquidation proceedings in which the Attorney General is a party.

ARTICLE VI

The county in the State of California where the principal office for the transaction of the business of this corporation is to be located is the ~~County~~ County of San Diego.

ARTICLE VII

The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board of Directors. The number of directors of this corporation shall be three (3), and authority is hereby granted to change the number of directors by a By-Law duly adopted by the members of this corporation. The names and addresses of the persons who are appointed to act in the capacity of directors from the period from the date of the incorporation until the election and qualification of their successors are as follows:

<u>Name</u>	<u>Address</u>
Thomas J. Holton	4186 Hilldale Road San Diego, Calif. 92116
Chester Niebrugge	1150 Silverado Street La Jolla, Calif. 92037
Sister Maria Estrada	226 W. Date Street San Diego, Calif. 92101

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, we the undersigned, constituting the incorporators of this corporation and including all of the persons named herein as the first directors, have executed these Articles of Incorporation this 21st day of MAY, 1971.

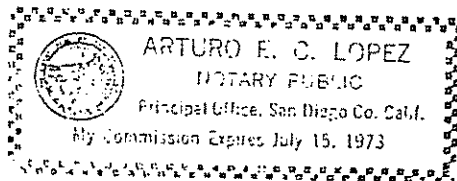
Thomas J. Holton
THOMAS J. HOLTON

Chester Niebrugge
CHESTER NIEBRUGGE

Sister Maria Estrada
SISTER MARIA ESTRADA

STATE OF CALIFORNIA)
)
COUNTY OF SAN DIEGO)

On this 21st day of MAY, 1971,
before me, THE UNDERSIGNED, a Notary Public
in and for said County and State, personally appeared THOMAS
J. HOLTON, CHESTER NIFBRUGGE, and SISTER MARIA ESTRADA, known
to me to be the persons whose names are subscribed to the
foregoing Articles of Incorporation as incorporators and who
are also named therein as Directors and each duly acknowledged
to me that they executed the same.



Arturo E. C. Lopez
NOTARY PUBLIC in and for
said County & State



FRANCHISE TAX BOARD

1025 P STREET
SACRAMENTO, CALIFORNIA 95814

August 2, 1971

In reply refer to
L:JCS:tlw

Social Advocates for Youth, San Diego, Inc.
7006 Linda Vista Rd.
San Diego, California

Purpose:	Charitable and educational
Report Required:	Return on report
Form of Organization:	Corporation
Accounting Period Ending:	December 31
Private Foundation:	No

Gentlemen:

Based on the information submitted and provided your present operations continue unchanged or conform to those proposed in your application, you are exempt from State franchise or income tax under Section 23701d, Revenue and Taxation Code. Any change in operation, character or purpose of the organization must be reported immediately to this office so that we may determine the effect on your exempt status. Any change of name or address also must be reported.

You are required to file an annual information return, report or statement, as indicated above, on or before the 15th day of the 5th month after the close of your accounting period.

State franchise or income tax returns are not required unless you have income subject to the unrelated business income tax under Section 13731 of the Code. If you have such income, Form 109 must be filed annually by the 15th day of the 3rd month following the close of your accounting period.

Contributions made to you are deductible by donors as provided by Sections 17214, 17215, 17216 and 24357 of the Code.

Organizations incorporating and foreign corporations qualifying to do business in California have 30 days to complete incorporation or qualifying. This approval will expire unless incorporation or qualification is completed within 30 days.

Exemption from federal income or other taxes and other state taxes requires separate applications.

Very truly yours,

James C. Stewart
James C. Stewart
Counsel

☒ cc: Secretary of State (Corp)
cc: Registrar of Charitable Trusts

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FILED

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

FEB 17 1977

X

James E. Hansen
Secretary

CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

JUDY McDONALD AND KAE HENSEY CERTIFY:

1. That they are the President and the Secretary, respectively, of SOCIAL ADVOCATES FOR YOUTH, SAN DIEGO, INC., a California corporation.

2. That at a regular meeting of the Board of Directors of said corporation, duly held at 2234 Burroughs Street, San Diego, California on January 18, 1977, the following resolution was adopted:

RESOLVED, that Article IV of the Articles of Incorporation of SOCIAL ADVOCATES FOR YOUTH, SAN DIEGO, INC., be amended to read as follows:

"This corporation is organized pursuant to the General Non-Profit Corporation law of the State of California. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gain, profits, or dividends to the members thereof or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, scientific, literary, educational and religious purposes, meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the profit or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private shareholder or individual."

3. That the members have adopted said amendment by written consent. That the wording of the amended article, as set forth in the members' written consent is the same as that set forth in the directors' resolution in paragraph 2 above.

4. That the number of members who consented to the adoption of said resolution is four (4) and that the number of members constituting a quorum is three (3).

Judy McDonald
JUDY McDONALD, President

Kae Hensey
KAE HENSEY, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the forgoing certificate are true and correct.

Executed at San Diego, California on February 14, 1977.

Judy McDonald
JUDY McDONALD, President

Kae Hensey
KAE HENSEY, Secretary

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CERTIFICATE OF AMENDMENT
OF ARTICLES OF INCORPORATION

FILED

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

MAY 3 1977

MAJOR TUNG LU, Secretary of State

[Signature]
Deputy

KAE HENSEY and JUDY McDONALD certify:

1. That they are the President and the Secretary, respectively, of SOCIAL ADVOCATES FOR YOUTH. SAN DIEGO, INC., a California non-profit corporation;

2. That at a regular meeting of the Board of Directors of said corporation, duly held at 2234 Burroughs Street, San Diego, California on April 12, 1977, the following resolution was adopted:

"RESOLVED, that Article IV of the Articles of Incorporation of SOCIAL ADVOCATES FOR YOUTH, SAN DIEGO, INC., be amended to read as follows:

"This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California. This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gain, profits or dividends to the members thereof or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable, scientific, education and religious purposes, meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code, and no part of the profit or net income of this corporation shall ever inure to the benefit of any director, officer or member thereof, or to the benefit of any private shareholder or individual."

3. That the members have adopted said amendment by written consent and that the wording of the amended article as set forth in the members' written consent is the same as that set forth above;

4. That the number of members who consented to the adoption of said resolution is five (5) and that the number of members constituting a quorum is three (3).

KAE HENSEY, President

JUDY McDONALD, Secretary

Each of the undersigned hereby declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct.

Executed at San Diego, California on April 12, 1977.

Kae Hensey
KAE HENSEY, President

Judy McDonald
JUDY McDONALD, Secretary