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Restated Articles of IncorporationFILED *WJ*  
Secretary of State  
State of CaliforniaW FEB 06 2017 *WJ***The undersigned certify that:**

1. They are the **President** and the **Secretary**, respectively, of the Miraloma Park Improvement Club, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**Article I**

The name of the corporation is:

MIRALOMA PARK IMPROVEMENT CLUB

**Article 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 public and charitable purposes.
- b. The specific purposes of this corporation, hereinafter abbreviated as MPIC, are the following:
  1. To promote the individual and collective interests of all persons owning, leasing, renting, or in the process of purchasing homes in Miraloma Park, a neighborhood of the City and County of San Francisco, state of California.
  2. To promote charitable activities that lessen the burdens of government; lessen neighborhood tensions; eliminate prejudice and discrimination; defend human and civil rights secured by law; combat infrastructure and societal deterioration and juvenile delinquency; and promote the dignity and sustainability of seniors in the community.
  3. To promote educational activities including public discussion groups, forums, panels, lectures, and similar programs on various themes of interest to the community.
  4. To promote the resiliency of the community by providing training and planning, with the assistance of private and governmental agencies, to ensure that the neighborhood is prepared for a multitude of challenges, ranging from heat waves to earthquakes, that may leave residents isolated and without governmental assistance.

5. To promote participation in all relevant City zoning and planning issues in order to preserve Miraloma Park's single-family zoning status and promote consistent, quality architectural design and materials, compatible with existing structures, in new and revised housing and commercial buildings.
6. To promote respect for and preservation of historical and landmark features of Miraloma Park.
7. To promote public safety by maintaining a good relationship and communication with San Francisco Fire, Police, Emergency Management personnel, Public Health Department or other appropriate agencies.
8. To operate the MPIC Club House for the furtherance of the aims and purposes of this organization and to purchase, lease or otherwise acquire lands, buildings and real estate for said uses, and to lease, mortgage and convey such real estate in such a manner as may appear to the best interests of the corporation.
9. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that this corporation may do any other act, not herein specifically set forth, which is necessary or convenient in directly or indirectly carrying on the business of the corporation.
10. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

### Article III

- a. This corporation is organized and operated exclusively for the purposes set forth in **Article IIb** hereof within the meaning of Internal Revenue Code 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 this corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

- c. The property of this corporation is irrevocably dedicated to the purposes in **Article IIb** hereof, 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.
- d. Upon the dissolution or winding up of this corporation, the 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/or educational purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

#### **Article IV**

The number of Directors of this Corporation shall be between ten (10) and seventeen (17), and the term of office of such Directors shall be two (2) years. Four (4) of such Directors shall be elected at each regular annual meeting of the members as fixed by the Bylaws of the Corporation. The number of the Directors may be changed by an Amendment to said Bylaws, at any regular monthly meeting of the members, by a two-thirds majority vote of the members present at the meeting, after notice is given at the preceding regular monthly meeting of the intention to amend said Bylaws.

#### **Article V**

Any and all persons who are over 18 years of age and either residing or owning real estate within Miraloma Park or owning business establishments in the Miraloma Park neighborhood, in the City and County of San Francisco, in the State of California, shall be eligible for membership in the corporation. There shall be no restrictions as to the number of such persons who, upon satisfying these qualifications, shall be eligible for membership in this corporation. The voting power, property rights, and interest of all members of this corporation shall be equal, and each member shall have one (1) vote. The liability of all members to pay dues or assessments shall be equal, and the amount of such dues and the method of collection thereof shall be fixed by the Bylaws of the corporation.

#### **Article VI**

The corporation may provide in its By-Laws the conditions upon which, and the time when, membership may cease; the time and manner of withdrawal; the right of members to vote by proxy or mail; the power to amend all or any of the By-Laws of the corporation; and any other matter in furtherance of, but not in conflict with, these articles.

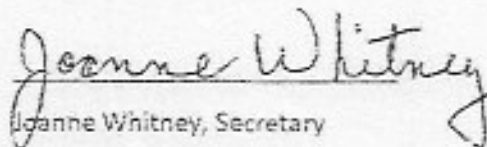
1. The foregoing amendments and restatement of Articles of Incorporation have been duly approved by the Board of Directors.
2. The foregoing amendments and restatement of Articles of Incorporation have been duly approved by the members in an election conducted by written ballot pursuant to California Corporations Code § 7513 in which no negative votes were cast.

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 as of our own knowledge.

DATE: January 29, 2017



William Kan, President



Joanne Whitney, Secretary



I hereby certify that the foregoing  
transcript of \_\_\_\_\_ project  
is a full, true and correct copy of the  
original record in the custody of the  
California Secretary of State's office.

FEB 15 2017

Date: \_\_\_\_\_

*Alex Padilla*

ALEX PADILLA, Secretary of State

**Certificate of Amendment of Restated Articles of Incorporation**

**FILED**  
Secretary of State  
State of California

NOV - 6 2019

See Secretary of State's records for exact entity name.

The undersigned certify that:

1. They are the **President** and the **Secretary**, respectively, of the Miraloma Park Improvement Club, a California corporation.
2. Article IIb. of the Restated Articles of Incorporation of this corporation is amended to read as follows:

b. The specific purposes of this corporation, hereinafter abbreviated as MPIC, are the following:

1. Said organization is organized exclusively for charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.
2. To promote the individual and collective interests of all persons owning, leasing, renting, or in the process of purchasing homes in Miraloma Park, a neighborhood of the City and County of San Francisco, state of California.
3. To promote charitable activities that lessen the burdens of government; lessen neighborhood tensions; eliminate prejudice and discrimination; defend human and civil rights secured by law; combat infrastructure and societal deterioration and juvenile delinquency; and promote the dignity and sustainability of seniors in the community.
4. To promote educational activities including public discussion groups, forums, panels, lectures, and similar programs on various themes of interest to the community.
5. To promote the resiliency of the community by providing training and planning, with the assistance of private and governmental agencies, to ensure that the neighborhood is prepared for a multitude of challenges, ranging from heat waves to earthquakes, that may leave residents isolated and without governmental assistance.
6. To promote participation in all relevant City zoning and planning issues in order to preserve Miraloma Park's single-family zoning status and promote consistent, quality architectural design and materials, compatible with existing structures, in new and revised housing and commercial buildings.
7. To promote respect for and preservation of historical and landmark features of Miraloma Park.

8. To promote public safety by maintaining a good relationship and communication with San Francisco Fire, Police, Emergency Management personnel, Public Health Department or other appropriate agencies.

9. To operate the MPIC Club House for the furtherance of the aims and purposes of this organization and to purchase, lease or otherwise acquire lands, buildings and real estate for said uses, and to lease, mortgage and convey such real estate in such a manner as may appear to the best interests of the corporation.

10. The foregoing clauses shall be construed both as objects and powers, and it is hereby expressly provided that the foregoing enumeration of specific powers shall not be held to limit or restrict in any manner the powers of this corporation, and that this corporation may do any other act, not herein specifically set forth, which is necessary or convenient in directly or indirectly carrying on the business of the corporation.

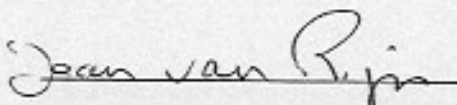
11. Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

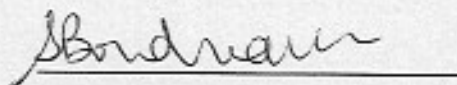
3. The foregoing amendment of Restated Articles of Incorporation have been duly approved by the Board of Directors.

4. The foregoing amendment of Restated Articles of Incorporation have been duly approved by the members in an election conducted by written ballot pursuant to California Corporations Code § 7513 in which no negative votes were cast.

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 as of our own knowledge.

DATE: 11-3-2019

  
Joan Van Rijn, President

  
Stephanie Boudreau Ma, Secretary

I, the undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the original record in the custody of the California Secretary of State's office.

The foregoing document is a true and correct copy of the original record in the custody of the California Secretary of State's office.

I, the undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the original record in the custody of the California Secretary of State's office.

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The foregoing document is a true and correct copy of the original record in the custody of the California Secretary of State's office.



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

NOV 19 2019

*[Handwritten initials]*

Date:

*Alex Padilla*

ALEX PADILLA, Secretary of State