

**ARTICLES OF INCORPORATION**  
**OF**  
**BAY AREA OLDER ADULTS**  
**A California Public Benefit Corporation**

Article I

The name of this corporation is Bay Area Older Adults.

Article II

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.

The purpose of Bay Area Older Adults is to promote the mental, emotional and physical health of older adults through education, physical activity, cultural learning and experiences, building of active older adult communities, and the sharing of their interests and experiences with others within the limits of IRS 501(c)(3).

Article III

The name and address in the State of California of this corporation's initial agent for service of process is:

Name:

Anne Ferguson

Address:

[REDACTED]

Article IV

This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

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. Notwithstanding any other provision of these articles, the corporation shall not, except to an insubstantial

degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation

#### Article V

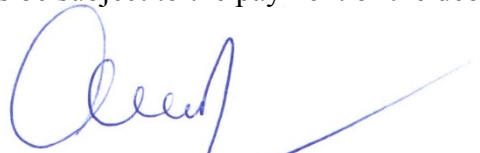
The property of this corporation is irrevocably dedicated to **charitable** purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article two hereof. 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, or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

#### Article VI

That the authorized number and qualifications of its members, the different classes of membership, if any, and the property, voting and other rights and privileges of each class of membership shall be set forth in the By-laws of the corporation, and no member of this corporation shall ever be liable to said corporation for any dues or assessment beyond the membership fee provided for at the time of his admission to membership in said corporation.

#### Article VII

To the fullest extent permitted under the California law, no officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation, nor shall any of the property of the officer, or Directors be subject to the payment of the debts or obligations of this corporation.



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*Anne Ferguson*, Incorporator

Date: : October 16, 2016