

**SAMPLE ARTICLES OF INCORPORATION OF FRIENDS OF \_\_\_\_\_  
A Nonprofit Corporation**

I.

The name of this corporation is, and shall be, FRIENDS OF \_\_\_\_\_, a Nonprofit Corporation.

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 Benefit Corporation Law for charitable and public purposes. A further description of the corporation's purposes includes:

A. The planning, funding and/or operation of supplemental educational programs to enrich the curriculum of basic education offered to the students at a \_\_\_\_\_ School, and the conduct of fund-raising activities for the support of such programs.

B. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954.

C. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law), or (b) by a corporation contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States internal revenue law).

III.

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 (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office.

IV.

The principal office for the transactions of this corporation shall be in the County of Los Angeles, State of California.

V.

This organization is organized and operated exclusively for charitable and educational purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code. This corporation is one which does not contemplate pecuniary gain or profit to the members, directors or officers thereof, and it is solely organized for nonprofit purposes. The property of this corporation is irrevocable dedicated to educational purposes meeting the requirements for exemption provided by Section 214 of the Revenue and Taxation Code,

and no part of the net income or assets of this organization shall ever enure to the benefit of any director, officer or member thereof or to the benefit of private schools.

Upon the dissolution or winding up of the corporation, its assets remaining after payment or provisions 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 educational purposes and which has established its tax exempt status under Section 501 (c) (3) of the Internal Revenue Code. If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as any be directed by decree of the Superior Court of the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by any person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

VI.

A. Board of Directors. The affairs of the corporation shall be administered by a Board of Directors (hereafter referred to as "the Board"), consisting of not less than five (5) and no more than nine (9) members, who shall be elected annually by the members pursuant to the provisions of these By-Laws. The exact number of Directors shall be set by the members and may be changed by the members from time to time, except that the initial Directors shall set the number of additional Directors to be elected at the first meeting of members.

B. Committees. There may be such additional boards or committees as the Board may from time to time appoint, to perform such duties and exercise such powers as the Board may direct, except that no action must, according to law or these By-Laws, be taken by the Board can be delegated to any committee unless such Committee is comprised solely of Directors appointed thereto by the Board. However, the Board may appoint committees including persons who are not Directors to investigate, advise and recommend concerning program development and implementation and/or fund-raising, or to administer and operate programs and activities of the corporation under the direction of the Board.

C. First Incorporators and Directors. The names and addresses of the incorporators and first directors of this corporation are as follows:

[LIST NAMES AND ADDRESSES OF ALL DIRECTORS]

VII.

The initial agent for service of process is [NAME, ADDRESS].

VIII.

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

The undersigned, being all of the incorporators and initial directors named in these Articles of Incorporation of Friends of \_\_\_\_\_, A Nonprofit Corporation, have executed these Articles of Incorporation.

\_\_\_\_\_ [signatures]

We hereby declare that we are the people who executed the foregoing Articles of Incorporation, which execution is our act and deed.

\_\_\_\_\_ [signatures]