

ARTICLES OF INCORPORATION

OF

FRIENDS OF THE JOAQUIN MORAGA ADOBE

a California Nonprofit Public Benefit Corporation

I.

The name of this corporation is Friends of the Joaquin Moraga Adobe.

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 California Nonprofit Public Benefit Corporation Law for public and charitable purposes. The specific purpose of this corporation is the preservation of the Joaquin Moraga Adobe in Orinda, to make it available to the community for educational, recreational, and cultural uses.

III.

The name and address in the State of California of this corporation's initial agent for service of process is Leasa Raya, 45 Don Gabriel Way, Orinda, CA 94563.

IV.

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

B. Nothing in paragraph A of this Article IV shall be construed to supersede or limit the protections afforded volunteer directors under the California Nonprofit Corporation Law.

C. Any repeal or modification of the foregoing provisions of this Article IV shall not adversely affect any right or protection of a director of this corporation existing at the time of such repeal or modification.

V.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Sections 170(c) (2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the "Code.")

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from

federal income tax under Code Section 501(a), or (2) by a corporation contributions to which are deductible under Code Section 170(a).

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Code Section 501(h) and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

VI.

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 that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Code Section 501(c)(3).

DATED: September 27, 2010

Leasa Raya, Incorporator
45 Don Gabriel Way
Orinda CA 94563