

[*Note: In line with customary law firm practice, this form contains bracketed annotations to guide the drafter when preparing Restated Articles for a client. Unless otherwise specified, section numbers refer to applicable sections of the California Nonprofit Corporation Law. These annotations are for reference purposes only and should be removed before sending a draft to the client.*]

**RESTATED ARTICLES OF INCORPORATION
OF
CLIENT**

The undersigned certify that: [see §5819 and <https://bpd.cdn.sos.ca.gov/corp/pdf/amendments/corp-amdtnp.pdf> for general requirements]

1. They are the President and Secretary, respectively, of Client, a California nonprofit public benefit corporation, with California entity number _____. [see §5062 for permitted signatories]

2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
CLIENT**

ARTICLE I. NAME

The name of the corporation is Client.

ARTICLE II. PURPOSES

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 / charitable / public and charitable] purposes.

B. The specific purpose of this corporation is primarily to [_____], and to carry on other charitable activities associated with this purpose as allowed by law. [see §5130(b): *If organized for public purposes, Articles must include a further description of corporation's specific purposes. If organized for charitable purposes, the specific purpose is not strictly required, but encouraged by the Secretary of State and Franchise Tax Board.*]

C. This corporation is organized and operated exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

ARTICLE III. PROHIBITED ACTIVITIES

A. Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a

corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2) or 2522(b)(2) of the Code.

B. Except as permitted by law, 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 or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE IV. DEDICATION FOR [CHARITABLE/PUBLIC] PURPOSES

The property of this corporation is irrevocably dedicated to [public / charitable / public and charitable] purposes, and no other part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member, if any, of this corporation, or to any other private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for [public / charitable / public and charitable] purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code. [*corporations exempt from California property tax which use the word "educational" in the bracketed portion of this sentence should add a reference to "Section 214 of the California Revenue and Taxation Code"*]

[ARTICLE V. NONPROFIT CORPORATION LAW

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5. [*include for corporations that were formed prior to January 1, 1980 and have not filed any amendments since; see §9913(a)*]

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

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 of our own knowledge.

DATED: _____, 20__

[NAME], President

DATED: _____, 20__

[NAME], Secretary