

A0783286

1093086

CERTIFICATE OF AMENDMENT AND RESTATEMENT
OF
ARTICLES OF INCORPORATION
OF
RANCHO SANTA FE FOUNDATION

FILED *ES*
Secretary of State
State of California

APR 14 2016

inc

ICC

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of the Rancho Santa Fe Foundation, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of Rancho Santa Fe Foundation shall be amended and restated in their entirety and shall read as follows:

I.

The name of this corporation is Rancho Santa Fe Foundation.

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 charitable purposes.

III.

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

B. Notwithstanding any other provision of these articles, this 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 or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

C. 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.

IV.

A. 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.

B. Personal liability of all directors of the corporation to the corporation for monetary damages of breach of duty of care or other duties as a director is hereby eliminated to the extent allowed by the California Nonprofit Corporation Law. To the fullest extent provided by California law, the private property of the directors shall be non-assessable and shall not be subject to the payment of any corporate debts, nor shall the directors of the corporation become individually or corporately liable or responsible for any debts or liabilities of the corporation.

V.

This corporation is authorized to obtain licensure as a grants and annuities society pursuant to California Insurance Code Sections 11520 through 11524, and to conduct a grants and annuities business once licensed.

VI.

This corporation is authorized to act as trustee under any trust incidental to the principal objects of the corporation, and receive, hold, administer, exchange, and expend funds and property subject to such trust, pursuant to California Corporations Code Section 5140(k).

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.

4. The Corporation has no members.

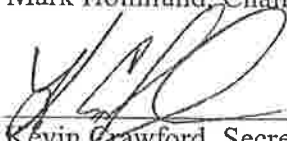
We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate are true and correct of our own knowledge.

Dated: 4/13, 2016



Mark Holmlund, Chairman of the Board

Dated: 4/13, 2016



Kevin Crawford, Secretary



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

APR 21 2016 *APD*

Date: _____

Alex Padilla

ALEX PADILLA, Secretary of State