

735981

ARTICLES OF INCORPORATION

OF

**FILED**  
BUSINESS DIVISION

**D**

SAN DIEGO COMMUNITY FOUNDATION

MAY 16 1975

**ENDORSED  
FILED**  
In the office of the Secretary of State  
of the State of California  
MAY 9 - 1975  
MARCH FONG EU, Secretary of State  
By JAMES E. HARRIS  
Deputy

ROBERT D. ZUMWALT  
CLERK, SAN DIEGO COUNTY  
CALIFORNIA

ARTICLE I

The name of this corporation shall be SAN DIEGO COMMUNITY FOUNDATION.

ARTICLE II

The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to operate a community foundation exclusively for charitable, scientific and/or educational purposes.

(b) The general purposes and powers are to have and to exercise all rights and powers conferred on nonprofit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property, provided, however, that this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this corporation.

(c) No substantial part of the activities of this corporation shall consist of carrying on propoganda, 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

RECORDED

of any candidate for public office.

ARTICLE III

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

ARTICLE IV

The principal office for the transaction of the business of this corporation is located in the County of San Diego, State of California.

ARTICLE V

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

<u>Names</u>	<u>Addresses</u>
Anderson Borthwick	San Diego, California
Carl M. Esenoff	San Diego, California
James M. Gillean	San Diego, California
Edmund W. Hill	San Diego, California
Philip M. Klauber	San Diego, California
Don Morgan	San Diego, California
James F. Mulvaney	San Diego, California
George Palmer	San Diego, California
Irl R. Robinson, Jr.	San Diego, California
Dwight E. Stanford	San Diego, California
Robertson Whittemore	San Diego, California

## ARTICLE VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the By-Laws.

## ARTICLE VII

The property of this corporation is irrevocably dedicated to charitable, scientific and/or educational 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 persons. 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.

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 may be directed by decree of the superior court of the county in which the corporation has its principal office, upon petition therefor by the Attorney General or by any persons concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned, being the persons hereinabove named as the first directors, have executed these Articles of Incorporation on the day and year indicated next to their signatures.

DATED: April 23, 1975 *William Borthwick*  
ANDERSON BORTHWICK

DATED: April 7, 1975 *Carl M. Esenoff*  
CARL M. ESENOFF

DATED: April 17<sup>th</sup>, 1975 *James M. Gillean*  
JAMES M. GILLEAN

DATED: April 17, 1975 *Edmund W. Hill*  
EDMUND W. HILL

DATED: April 4, 1975 *Philip H. Krueber*  
PHILIP H. KRUEBER

DATED: April 27, 1975 *Don Morgan*  
DON MORGAN

DATED: April 7, 1975 *James F. Mulvaney*  
JAMES F. MULVANEY

DATED: April 7, 1975 *George E. Mulvaney*  
GEORGE E. MULVANEY

DATED: March 21, 1975 *Irl R. Robinson, Jr.*  
IRL R. ROBINSON, JR.

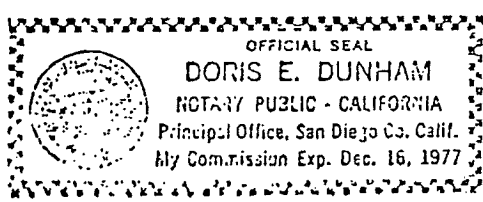
DATED: April 17, 1975 *Dwight E. Stamford*  
DWIGHT E. STAMFORD

DATED: April 10, 1975 *Robertson Whittemore*  
ROBERTSON WHITTEMORE

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 23, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared ANDERSON BORTHWICK, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

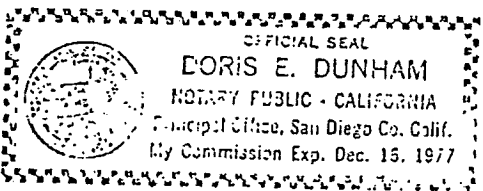


Doris E. Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 7, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared CARL M. ESENOFF, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

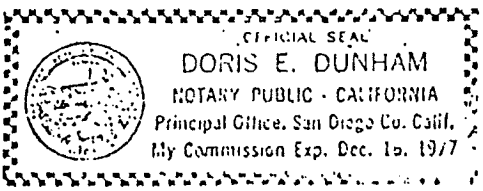


Doris E. Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 7, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared JAMES M. GILLEAN, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

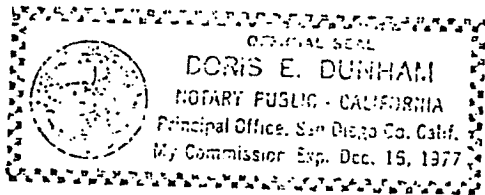


Doris E. Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 17, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared EDMUND W. HILL, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

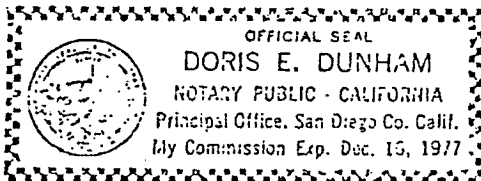


Doris E Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 4, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared PHILIP M. KLAUBER, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

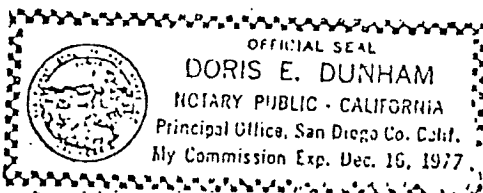


Doris E Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On March 27, 1975, before me, the undersigned, a Notary Public in and for said State, personally appeared DON MORGAN, known to me to be the person whose name is subscribed to the within instrument and acknowledged that he executed the same.

WITNESS my hand and official seal.

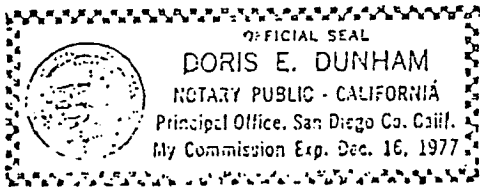


Doris E Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 7, 1975, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
JAMES F. MULVANEY, known to me to be the person whose name is  
subscribed to the within instrument and acknowledged that he  
executed the same.

WITNESS my hand and official seal.

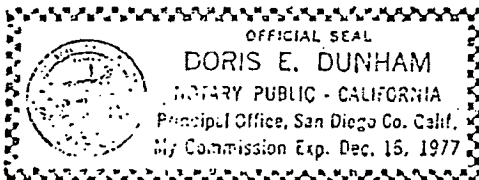


Doris E. Dunham  
Notary public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 7, 1975, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
GEORGE PALMER, known to me to be the person whose name is  
subscribed to the within instrument and acknowledged that he  
executed the same.

WITNESS my hand and official seal.

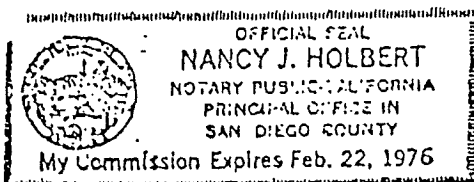


Doris E. Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On March 21, 1975, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
IRL R. ROBINSON, JR., known to me to be the person whose name is  
subscribed to the within instrument and acknowledged that he  
executed the same.

WITNESS my hand and official seal.

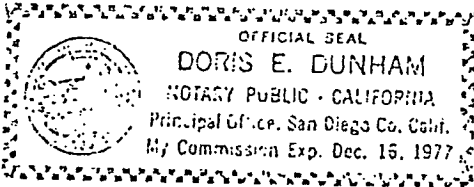


Nancy J. Holbert  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 17, 1975, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
DWIGHT E. STANFORD, known to me to be the person whose name is  
subscribed to the within instrument and acknowledged that he  
executed the same.

WITNESS my hand and official seal.

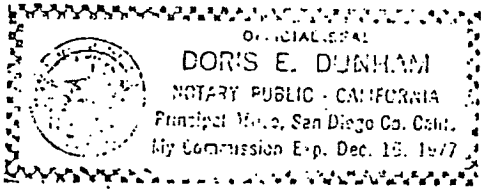


Doris E Dunham  
Notary Public

STATE OF CALIFORNIA)  
 ) SS.  
COUNTY OF SAN DIEGO)

On April 10, 1975, before me, the undersigned,  
a Notary Public in and for said State, personally appeared  
ROBERTSON WHITTEMORE, known to me to be the person whose name is  
subscribed to the within instrument and acknowledged that he  
executed the same.

WITNESS my hand and official seal.



Doris E Dunham  
Notary Public



# State of California



A511-35

## SECRETARY OF STATE

*Bill Jones*  
1 page

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the attached transcript has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

JUL 16 1996



*Bill Jones*

Secretary of State

A511738

ENDORSED  
FILED

In the Office of the Secretary of State  
of the State of California

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

JUL 16 1998

Robert Kelly and Maria A. Vilar certify that:

*Bill Jones*  
DEPUTY SECRETARY OF STATE

1. They are the President and Secretary, respectively, of San Diego Community Foundation, a California nonprofit public benefit corporation.
2. Article I of the Articles of Incorporation is hereby amended to read as follows:

"The name of this corporation shall be THE SAN DIEGO FOUNDATION."

3. The foregoing Amendment 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.

Date: 5/20/98

*Robert Kelly*

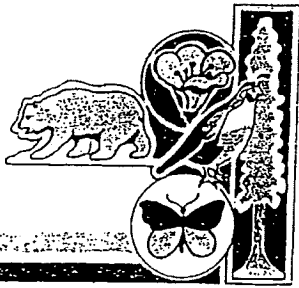
Robert Kelly, President

*Maria A. Vilar*

Maria A. Vilar, Secretary



A466878



State  
of  
California  
SECRETARY OF STATE

CORPORATION DIVISION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

*IN WITNESS WHEREOF*, I execute this certificate and affix the Great Seal of the State of California this

OCT 13 1995



*Bill Jones*

Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION

ENDORSED  
FILED  
in the office of the Secretary of State  
of the State of California

OCT 12 1995

ROBERT KELLY and A. EUGENE TREPTE certify that:

*Bill Jones*  
BILL JONES, Secretary of State

- 1. They are the President and Secretary, respectively, of San Diego Community Foundation, a California corporation.
- 2. Article VII of the Articles of Incorporation is hereby amended to read as follows:

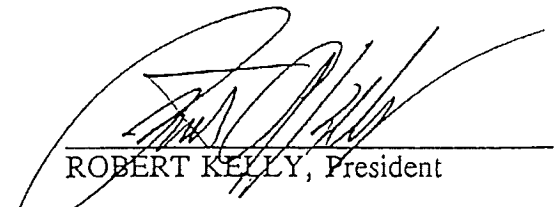
The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, 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.

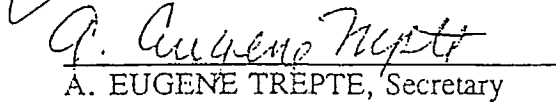
3. The foregoing Amendment of Articles of Incorporation has been duly approved by the Board of Directors.

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.

Date: October 3, 1995.

  
 \_\_\_\_\_  
 ROBERT KELLY, President

  
 \_\_\_\_\_  
 A. EUGENE TREPTE, Secretary

A0592682

**ENDORSED - FILED**  
in the office of the Secretary of State  
of the State of California

FEB 11 2003

**KEVIN SHELLEY**  
Secretary of State

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
THE SAN DIEGO FOUNDATION

The undersigned certify that:

1. They are the President and the Secretary, respectively, of The San Diego Foundation, a California nonprofit public benefit corporation.

2. Article VIII is added to the Articles of Incorporation of this Corporation and shall read as follows:

The Corporation is specifically 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.

3. The foregoing amendment of Articles of Incorporation has been duly approved by the Board of Governors.

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 of Amendment are true and correct of our own knowledge.

Date: 1/21/03

  
\_\_\_\_\_  
Robert R. Kelly  
President

Date: 1/21/03

  
\_\_\_\_\_  
Murray Hatchison  
Secretary

