I, EDMUND G. BROWN JR., Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the 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

APR 2 4 1973

Edmund G. Brown
Secretary of State
ARTICLES OF INCORPORATION

OF

CHILDREN'S COUNCIL OF SAN FRANCISCO

I

The name of this corporation is:

CHILDREN'S COUNCIL OF SAN FRANCISCO

II

The purposes for which this corporation is formed are:

(a) The specific and primary purposes are to mobilize public and private individuals and agencies to develop the resources necessary to provide quality child care and developmental programs sufficient for and responsive to the needs of children and families in the City and County of San Francisco, State of California; to coordinate private and public child care and development of programs to maximize all available services; and to provide technical assistance and disseminate information to individuals, groups, and agencies.

(b) The general purposes and powers are:

(1) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal,
including money and property received by gift, contribution, bequest, or devise; to sell and convert property, both real and personal, into cash; and to use the funds of this corporation and the proceeds, income, rents, issues, and profits derived from any property of this corporation for any of the purposes for which this corporation is formed;

(2) To purchase, acquire, own, hold, sell, assign, transfer, dispose of, mortgage, pledge, hypothecate, or encumber shares, bonds, notes, debentures, or other securities or evidences of indebtedness of any person, firm, corporation, or association and, while the owner or holder of them, to exercise all rights, powers, and privileges of ownership;

(3) To purchase or acquire, own, hold, use, lease (either as lessor or lessee), sell, exchange, assign, convey, dispose of, mortgage, hypothecate, or encumber real and personal property;

(4) To borrow money, incur indebtedness, and to secure repayment by mortgage, pledge, deed of trust, or other hypothecation of property, both real and personal;

(5) To enter into, make, perform, and carry out contracts of every kind for any lawful purpose without limit on amount, with any person, firm, association or corporation, municipality, county, city and county, parish, state, territory, government (foreign or domestic), or other municipal or governmental subdivision;

(6) To do all things necessary, expedient, or
appropriate to the accomplishment of any of the objects and purposes for which this corporation is formed; and

(7) To act as principal, agent, joint venturer, partner, or in any other capacity which may be authorized or approved by the board of directors of this corporation and which the board may deem proper or convenient in connection with any of the foregoing purposes, or which may be calculated directly or indirectly to promote the interests of this corporation.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities that in themselves are not in furtherance of the purposes set forth in subparagraph (a) of this Article II.

III

This corporation is organized under the General Non-profit Corporation Law of the State of California.

IV

The county in this state where the principal office for the transaction of the business of this corporation is to be located is the City and County of San Francisco.

V

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

(a) This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to the members thereof and is organized solely for nonprofit purposes.

(b) The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private persons.

(c) On the dissolution or winding up of the corporation its assets remaining after payment of, 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.

(d) If this corporation holds any assets on 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 corpo-
ration has its principal office, on petition therefor by the
Attorney General or by any person concerned in the liquidation,
in a proceeding to which the Attorney General is a party.

VII

No substantial part of the activities of this corpo-
ration shall consist of the carrying on of propaganda, or
otherwise attempting, to influence legislation, nor shall the
corporation participate in, or intervene in (including the
publishing or distributing of statements), any political
campaign on behalf of any candidate for public office.

IN WITNESS WHEREOF, we, the undersigned, being the
persons named above as the first directors, have executed these
Articles of Incorporation this twenty-third day of April, 1973.

[Signatures]

Lucinda Lee Katz
Russell E. Longeway
George E. Santis
Kathryn Withcher

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State of California, City and County of San Francisco:

On this twenty-third day of April, 1973, before me, the undersigned, a Notary Public, personally appeared Lucinda Lee Katz, Russell B. Longaway, Jorge E. Santis and Kathryn Witcher, known to me to be the persons whose names are subscribed to these Articles of Incorporation, and acknowledged to me that they executed them.

[Signature]

David Kiyoshi Yamakawa Jr.
Notary Public for the State of California

My commission expires October 21, 1973