

Restated Articles of Incorporation

The undersigned certify that:

1. They are the President and the Secretary, respectively, of The San Bruno Community Foundation, a California nonprofit public benefit corporation (the “Corporation”).
2. The Articles of Incorporation of the Corporation are amended and restated to read as follows:

I

The name of the corporation is The San Bruno Community Foundation (the “Corporation”).

II

(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 and/or charitable purposes.

(B) The specific purpose of this Corporation is to benefit the San Bruno community through enduring and significant contributions to, and investments in, charitable and community programs, and publicly owned community facilities, over the long term. In furtherance of that purpose, this Corporation is organized and shall be operated exclusively for charitable purposes (within the meaning of Internal Revenue Code Section 501(c)(3)) by conducting or supporting activities for the benefit, or to carry out the purposes, of organizations: (i) that are described in Internal Revenue Code Sections 501(c)(3) and 509(a)(1) or (a)(2), and (ii) that benefit the San Bruno community, including but not limited to, the City of San Bruno.

III

It is intended that this Corporation shall have the status of a corporation which is exempt from federal income tax under Internal Revenue Code Section 501(a) as an organization described in Internal Revenue Code Section 501(c)(3), and which is other than a private foundation by reason of being described in Internal Revenue Code Section 509(a)(3). These Articles shall be construed accordingly, and all powers and activities of this Corporation shall be limited accordingly.

IV

The Corporation shall have no members. References to “members” are to the Board of Directors as provided in Section 5310 of the Nonprofit Corporation Law. Each director shall be entitled to one vote.

V

(A) Notwithstanding any other provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by: (a) a corporation exempt from federal income tax under Internal Revenue Code Section 501(c)(3); or (b) a corporation, contributions to which are deductible under Internal Revenue Code Sections 170(b), 170(c)(2), 2055(a)(2), or 2522(a).

(B) 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 (or in opposition to) any candidate for public office.

VI

(A) The property of this Corporation is irrevocably dedicated to public and/or 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.

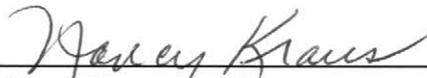
(B) Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for public and/or charitable purposes and which has established its tax exempt status under Internal Revenue Code Section 501(c)(3).

All references in these Articles to sections of the Internal Revenue Code shall be deemed to be references to the Internal Revenue Code of 1986, as amended, and to the corresponding provisions of any similar law subsequently enacted.

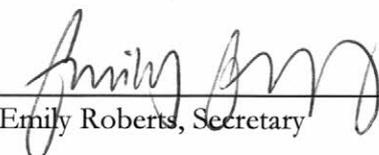
3. The foregoing amendment to and restatement of the Articles of Incorporation have been duly approved by the board of Directors of the Corporation in accordance with Section 5812 of the California Corporations Code.
4. The Corporation has no members.

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 7, 2015



Nancy Kraus, President



Emily Roberts, Secretary