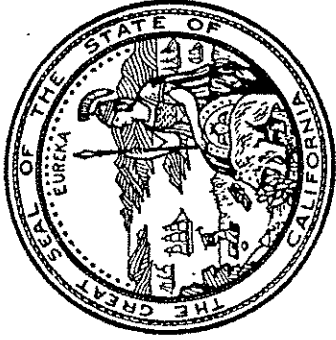


SEVENTH DAY OF JANUARY 1965



FILED

AUG 30 1965

GEO. H. GROSS
COUNTY CLERK
BY _____
DEPUTY

DEPARTMENT OF STATE

To all whom these presents shall come, Greetings:

I, FRANK M. JORDAN, Secretary of State of the State of California, hereby certify:

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

In testimony whereof, I, FRANK M. JORDAN, Secretary of State, have hereunto caused the Great Seal of the State of California to be affixed and my name subscribed, at the City of Sacramento, in the State of California, AUG 26 1965
this _____



Frank M. Jordan
Secretary of State

By *Robert C. Tucker*
Assistant Secretary of State

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

AUG 26 1965

ARTICLES OF INCORPORATION

BY FRANK M. JORDAN, Secretary of State
BY JAMES E. HARRIS, Deputy

CEDARS DEVELOPMENT FOUNDATION OF MARIN
A Nonprofit Corporation

I.

The name of this corporation is:

CEDARS DEVELOPMENT FOUNDATION OF MARIN.

II.

The purposes for which this corporation is formed, the specific and primary purpose for which it is formed being set forth in subparagraph (a) of this Article II, are as follows:

- (a) To operate a school and recreation center for the mentally retarded.
- (b) To solicit, collect, receive, acquire, hold and invest money and property, both real and personal, received by gift, contribution, bequest, devise or otherwise; 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.
- (c) To purchase or otherwise acquire, own, hold, sell, assign, transfer, or otherwise dispose of, mortgage, pledge or otherwise hypothecate or encumber, and to deal in and with shares, bonds, notes, debentures or other securities or evidences of indebtedness of any person, firm, corporation or association and, while the owner or holder thereof, to exercise all rights, powers and privileges of ownership.

(d) To purchase or otherwise acquire, own, hold, use, sell, exchange, assign, convey, lease or otherwise dispose of and mortgage or otherwise hypothecate or encumber real and personal property.

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

(f) To carry into effect any one or more of the objects and purposes hereinabove set forth and to that end to do any one or more of the acts and things aforesaid, and likewise any and all acts or things necessary or incidental thereto; and, in conducting or carrying on its activities, and for the purpose of promoting or furthering any one or more of its said objects or purposes, to exercise any or all of the powers hereinabove set forth in this Article, and any other or additional power now or hereafter authorized by law, either alone or in conjunction with others, as principal, agent or otherwise; provided, however, that this corporation shall not have the power to, and shall not, carry on propaganda, or otherwise attempt to influence legislation or to participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

The foregoing statement of purposes shall be construed as a statement of both purposes and powers, and the purposes and powers stated in each clause, except where otherwise expressed, shall be in nowise limited or restricted by reference to or inference from the terms or provisions of any other clause, but shall be regarded as independent purposes and powers.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not engage in activities which in themselves are not in furtherance of the educational purposes set forth in

subparagraph (a) of this Article II.

The properties of this corporation shall be held in trust for the purposes above set forth, but with full power to sell, exchange, encumber or otherwise dispose of the same, subject to the rights of the creditors of this corporation.

III.

The County in the State of California where the principal office for the transaction of the business of this corporation is to be located is Marin County.

IV.

The persons who are to act in the capacity of Directors of this corporation shall be designated "Trustees". The number of Trustees of this corporation shall be six (6), and the names and addresses of the persons who are appointed to act in the capacity of Trustees until the selection of their successors are as follows:

<u>NAME</u>	<u>ADDRESS</u>
MARIE D. TAPPENDORFF	100 South, Apt. 304, Sausalito, California
JOHN A. TAPPENDORFF, JR.	100 South, Apt. 304, Sausalito, California
A. C. DANIELS	100 South, Apt. 308, Sausalito, California
OKLA GARRETT	173 Vista Grande, San Rafael, California
WILLIAM REGAN	1280 Arbor Road, Menlo Park, California
WINTHROP WATROUS	131 Cypress Avenue, Kentfield, California

The number of Trustees may be fixed or changed from time to time by amendment of the Articles of Incorporation, or by amendment of the By-Laws of this corporation duly adopted by the vote or written assent of the members of the corporation pursuant to the By-Laws.

V.

The persons who are Trustees of this corporation from time to time shall be its only members and upon ceasing to be a Trustee of this corporation, any such person shall cease to be a member.

The members and Trustees of this corporation shall have no liability for dues or assessments. In the elections of Trustees each member of this corporation shall be entitled to one vote for each office to be filled.

VI.

This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California. 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 or to any private shareholder or individual. The property, assets, profits and net income of this corporation are irrevocably dedicated to educational purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any Trustee, Director, Officer or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, the assets of this corporation remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a corporation or corporations, fund or funds, or foundation or foundations, qualified

for exemption from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 as now in effect or as subsequently amended.

VII.

The Articles of Incorporation of this corporation shall not be amended except with the vote or written consent of a majority of its members.

IN WITNESS WHEREOF, for the purpose of forming this corporation as a private nonprofit corporation for the purposes set forth in Article II hereof, under and pursuant to the provisions of the General Nonprofit Corporation Law of the State of California, we, the undersigned, constituting the incorporators of this corporation, including the persons named hereinabove as its first Trustees, have executed these Articles of Incorporation this 21 day of June, 1965.

Morie D. Tappendorff
MARIE D. TAPPENDORFF

John H. Tappendorff, Jr.
JOHN H. TAPPENDORFF, JR.

A. C. Daniels
A. C. DANIELS

Okla Garrett
OKLA GARRETT

William Regan
WILLIAM REGAN

Winthrop Watrous
WINTHROP WATROUS

STATE OF CALIFORNIA)
COUNTY OF MARIN)

ss.

On this 21st day of June, 1965, before me, the undersigned, a Notary Public in and for said State, personally appeared,

MARIE D. TAPPENDORFF, JOHN D. TAPPENDORFF, JR., A. C.

DANIELS, OKLA GARRETT, WILLIAM REGAN and WINTHROP

WATROUS, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.

WITNESS my hand and official seal.

GLADYS C. JOHNSTON

NOTARY PUBLIC in and for the State
of California

Gladys C. Johnston

