

FEB 06 2012

3454764  
**Articles of Incorporation**  
of  
**Walindwa Charitable Corporation**  
**A California Nonprofit Public Benefit Corporation**

**ARTICLE I**  
**Name**

- 1.1 The name of this corporation is Walindwa Charitable Corporation.

**ARTICLE II**  
**Purpose**

- 2.1 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.
- 2.2 The specific purpose of this corporation is to conduct charitable activities as allowed by law that include, but are not limited to, the making of charitable distributions in support of the Elma Barnett Children's Centre Kamonong (EBCCCK), located within the Orine/Kapsatek area in the Rongai District of Kenya, Africa and support of other organizations and activities which benefit the children in the Rift Valley Province of Kenya.

**ARTICLE III**  
**Agent for Service of Process**

- 3.1 The name and address in the State of California of this corporation's initial agent for service of process is:

Marshall Weller  
2613 Cabrillo  
Carlsbad, California, 92008

**ARTICLE IV**  
**Special Restrictions**

- 4.1 This corporation is organized and operated exclusively for *charitable purposes* within the meaning of Section 501(c)(3) of the Internal Revenue Code.
- 4.2 Notwithstanding any other provision of these articles, the corporation shall not, except

to an insubstantial degree, engage in any activities or exercise any powers that are not in the furtherance of the purposes of this corporation. This corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

4.3 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.

4.4 This corporation shall not discriminate on the basis of race, color, national origin, religion or any other characteristic protected under federal, state, or local law.

### ARTICLE V Corporate Assets

5.1 The property of this corporation is irrevocably dedicated to the charitable purposes set forth in Article II, above and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person.

5.2 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 Rancho Bernardo Community Presbyterian Church, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

*Marshall Weller*

Marshall Weller, Incorporator

California Secretary of State's Office  
original record in the custody of the  
in a full, true and correct copy of the  
transcript of the foregoing  
I hereby certify that the foregoing



MAR 28 2014

Date

*Debra Bowen*

DEBRA BOWEN, Secretary of State

to a... (mirrored text from reverse side)

... (mirrored text from reverse side)

ARTICLE V  
CHAPTER 1 - GENERAL

2.1 The property of the State is hereby dedicated to the general use of the people of the State and no part of it shall be used for any other purpose than that for which it was originally intended or to the benefit of any private person.

2.2 On the dissolution or winding up of the corporation, its assets remaining after payment of its liabilities shall be distributed to the corporation for the benefit of its shareholders, which has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

*Debra Bowen*  
\_\_\_\_\_  
Debra Bowen, Director



I hereby certify that the foregoing transcript of 1 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAR 28 2012 MT

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State

Walindwa Charitable Corporation  
CA Corp # 3454764

P.O. Box 270024  
12666 Epica Court  
San Diego, CA 92128

June 12, 2013

California Secretary of State  
Document Filing Support Unit  
1500 11th Street, 3rd Floor  
Sacramento, CA 95814

Dear Madam Secretary,

Enclosed is a *Certificate of Amendment of Articles of Incorporation* for Walindwa Charitable Corporation. On behalf of the Board of Directors of the Corporation, I request that the amendment be filed in order to comply with the requirements of the Internal Revenue Service for a tax exempt corporation.

Also enclosed is a check payable to the Secretary of State in the amount of \$35.00 for payment of the associated filing fee (\$30.00) and one certified copy of the filed document (\$5.00).

Our deadline for submitting a filed copy of the amendment document to the IRS is July 8, 2013. We appreciate any expediting that is possible in order to ensure that we are able to meet that deadline.

Thanks and regards,



Jill I. Weller  
President, Walindwa Charitable Corporation  
(619) 203-8715

EIN 45-5470036

## Certificate of Amendment of Articles of Incorporation

The undersigned certify that:

1. They are the **president** and the **secretary**, respectively, of *Walindwa Charitable Corporation*, a California corporation (# 3454764).

2. Article 5, Paragraph 5.2, of the Articles of Incorporation of this corporation is deleted in its entirety and amended to read as follows:

*Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.*

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: 10/12/13



Jill I. Weller, President



Carole Ericson, Secretary