Entity Name: THE NAPA VALLEY COLLEGE FOUNDATION
Jurisdiction: CA-Secretary of State
Request for: Certified/Plain Copies
Document Type: All Documents on File
Result: Document Retrieved

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Karen Rose
krose@cascinfo.com

The responsibility for verification of the files and determination of the information therein lies with the filing officer; we accept no liability for errors or omissions.
I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 8 page(s) was prepared by and in this office from the record on file, 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 day of

FEB 2 3 2008

DEBRA BOWEN
Secretary of State
ARTICLES OF INCORPORATION
THE NAPA COLLEGE FOUNDATION

FIRST: The name of this corporation is: The Napa College Foundation.

SECOND: (a) The purposes for which the corporation is formed are as follows:

(1) To operate exclusively to receive, hold, invest, and administer property and to make expenditures to and for the benefit of Napa College, thereby assisting in developing and increasing the facilities of Napa College for broader educational opportunities and services to students, alumni, and the public by encouraging gifts of money, property, works of art, historical papers and documents, and museum specimens of educational, artistic or historical value to Napa College;

(2) to raise funds for the establishment of scholarships and other student assistance programs for students attending Napa College and for former students of Napa College pursuing further education at other educational institutions;

(3) to receive property by devise or bequest, subject to the laws regulating the transfer of property by will and acquire all property, real or personal, including shares of stock, bonds, and securities;

(4) to act as trustee under any trust incidental to the purposes of the corporation and to receive, hold, invest, administer and expend funds and property subject to such trust;
(5) this corporation may make contracts and do all other acts necessary or expedient for administration of the affairs and attainment of the purposes of the corporation.

THIRD:

(a) No part of any net earnings of the corporation shall inure to the benefit of any private member or individual and the assets of the corporation are irrevocably dedicated to charitable purposes and, on any dissolution, liquidation or abandonment of the corporation after paying or adequately providing for the debts and obligations of the corporation, the remaining assets of the corporation shall go and be distributed to a non-profit fund, foundation or corporation organized and operated exclusively for charitable purposes and exempt from tax under applicable charitable exemption provisions of the Internal Revenue Code of the United States and any assets then held by the corporation in trust shall be disposed of in accordance with the trust provisions, or as may be directed by decree of the Superior Court as may have jurisdiction thereof upon petition therefor by the Attorney General of California or other person entitled under the provisions of such trust and the laws of the State of California then in force.

(b) This corporation shall not, as a substantial part of its activities, carry on propaganda, or otherwise attempt to influence legislation. This corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office. This corporation shall not participate in any effort or campaign concerning bond issues and/or tax increases relating to schools or otherwise.

(c) Notwithstanding any of the provisions of these Articles, this corporation shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code
and its regulations as they now exist or as they may hereafter be amended.

FOURTH: This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

FIFTH: This corporation shall have no capital stock and shall be composed of members rather than shareholders.

SIXTH: 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 the County of Napa.

SEVENTH: The powers of this corporation shall be exercised, its properties controlled, and its affairs conducted by a Board to be known as the Board of Directors. The name, address and signature of each of the Directors are set forth below. The number of Directors herein provided for may be changed by a by-law duly adopted by the members, or by amendment of these Articles.

EIGHTH: By-laws for this corporation shall be adopted by the Board of Directors and may hereafter be amended or repealed as provided in the by-laws.

IN WITNESS WHEREOF, for the purpose of forming this nonprofit corporation under the laws of the State of California, we, the undersigned, constituting the incorporators and the first Directors of this corporation, have executed these Articles of Incorporation this 22 day of MAY, 1968.

NAME & ADDRESS
Alban L. Bailey
596 Montecito Blvd. Napa
William L. Blanckenburg
60 Oakcrest Ct., Napa
Edmund F. Brovelli, Jr.
637 Montecito Blvd., Napa
George W. Clark
1575 St. Helena Hwy.
St. Helena

SIGNATURE
Alban L. Bailey
William L. Blanckenburg
Edmund F. Brovelli, Jr.
George W. Clark
Richard G. Clark
3020 Beard Rd., Napa

Hubert F. Fruehaufl
1030 Dry Creek Rd., Napa

Walter J. Fogarty Jr.
24 Montecito Blvd., Napa

James R. Gibbany
3065 Stadium Ave., Napa

George B. Heibel
Actna Springs Resort
St. Helena

Karney K. Kenchelian
1196 Ross Circle, Napa

Lorrain Kongsgaard
500 Stonecrest Dr., Napa

Harry M. McPherson
2480 3rd Ave., Napa

Virginia F. Murdock
2661 Pine Street, Napa

Charles H. Nicolls
142 So. Montgomery St., Napa

Roy L. Patrick
1130 Warren St., Napa

Virginia H. Simms
21 Oak Grove Way, Napa

Philip E. Swift
249 Montecito Blvd., Napa

Harry A. Trammer
420 Monroe Street, Napa

Leo Trepp
295 Montecito Blvd., Napa

Ralph Trower
1268 Clay St., Napa

Dale E. Walter
1081 Ross Circle, Napa

Julian Weidler
353 So. Jefferson St., Napa

Kenneth E. Wilkens
20 Oakcrest Ct., Napa
NAME
Arthur C. Youngberg
1219 Jerome Way, Napa

SIGNATURE
Arthur C. Youngberg
On this 22nd day of May, 1968, before me, WALTER J. FOGARTY, JR., a Notary Public for the State of California, with principal office in Napa County, personally appeared Alban L. Bailey, William L. Blanckenburg, Edmund F. Broveili Jr., George W. Clark, Richard G. Clark, Hubert F. Fruehauf, Walter J. Fogarty Jr., James R. Gibbany, George E. Heibel, Karney K. Kencheian, Lorrain Kongsgaard, Harry M. McPherson, Virginia F. Murdoff, Charles H. Nicolls, Roy L. Patrick, Virginia H. Simms, Phillip E. Swift, Harry A. Tremmer, Leo Trepp, Ralph Trower, Dale Walter, Julian Weidler, Kenneth E. Wilkens known to me to be the persons whose names are subscribed to within Articles of Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and allowed my official seal on the day and year first above written.

[Notary Public Seal and Signature]

STATE OF CALIFORNIA )
COUNTY OF NAPA )

On this 22nd day of May, 1968, before me, WALTER J. FOGARTY, JR., a Notary Public for the State of California, with principal office in Napa County, personally appeared ARTHUR C. YOUNGBERG, known to me to be the person whose name is subscribed to the within Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and allowed my official seal on the day and year first above written.

[Notary Public Seal and Signature]
May 31, 1968

The Napa College Foundation
O/O Dickson, Postman & Fagarty
Attorneys at Law
927 Randolph Street
Napa, CA 94559

Attention: W. J. Fagarty, Jr.

Re: Exemption from franchise tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State franchise tax under the provisions of Section 23701d of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a charitable organization.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. Any such changes should be reported immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds $25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If you have income from an unrelated trade or business that is taxable under the provisions of Section 23731 of the Revenue and Taxation Code, you must file a return on Form 109 on or before the 15th day of the 3rd month following the close of your fiscal year. Copies of this form may be obtained from this office or any of its branches.

Contributions made to you are deductible by the donors in arriving at their taxable net income in the manner and to the extent provided by Sections 17214, 17215, 17216, and 24357 of the Revenue and Taxation Code.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within 30 days.

Very truly yours,

James C. Stewart
Tax Counsel

cc: Secretary of State
(D)
FTB 4212 (4-68)
CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

DR. ALBAN L. BAILEY and MR. JOSEPH KEEBLER certify that:

1. They are the president and the secretary, respectively, of THE NAPA COLLEGE FOUNDATION, a California Corporation.

2. Article ONE (FIRST) of the articles of incorporation of this corporation is amended to read as follows: The name of this corporation is THE NAPA VALLEY COLLEGE FOUNDATION.

3. The foregoing amendment of articles of incorporation has been duly approved by the board of directors.

4. The foregoing amendment of articles of incorporation has been duly approved by the required vote of members.

Dr. Alban L. Bailey, President

Joseph Keebler, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge.

Executed at Napa, California on November 23, 1982.

Dr. Alban L. Bailey, President

Joseph Keebler, Secretary

OFFICE OF THE SECRETARY OF STATE
State of California
Secretary of State

I, DEBRA BOWEN, Secretary of State of the State of California, hereby certify:

That the attached transcript of 2 page(s) was prepared by and in this office from the record on file, 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 day of

FEB 23 2008

[Signature]

DEBRA BOWEN
Secretary of State
State of California  
Kevin Shelley  
Secretary of State  
STATEMENT OF INFORMATION  
(Domestic Nonprofit Corporation)  

Filing Fee $20.00. If amendment, see instructions.  
IMPORTANT — READ INSTRUCTIONS BEFORE COMPLETING THIS FORM  

1. CORPORATE NAME (Please do not alter if name is preprinted.)  
The Napa Valley College Foundation  

<table>
<thead>
<tr>
<th>DUE DATE:</th>
</tr>
</thead>
<tbody>
<tr>
<td>COMPLETE PRINCIPAL OFFICE ADDRESS (Do not abbreviate the name of the city. Item 2 cannot be a P.O. Box.)</td>
</tr>
<tr>
<td>STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY</td>
</tr>
<tr>
<td>2277 Napa-Vallejo Hwy</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th>NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS</th>
<th>CITY AND STATE</th>
<th>ZIP CODE</th>
</tr>
</thead>
<tbody>
<tr>
<td>3. CHIEF EXECUTIVE OFFICER</td>
<td>ADDRESS</td>
<td>Napa, CA</td>
</tr>
<tr>
<td>Kathi Metro</td>
<td>P. O. Box 2200</td>
<td></td>
</tr>
<tr>
<td>4. SECRETARY</td>
<td>ADDRESS</td>
<td>St. Helena, CA</td>
</tr>
<tr>
<td>Verna Steinhauser</td>
<td>1977 Vineyard Avenue</td>
<td></td>
</tr>
<tr>
<td>5. CHIEF FINANCIAL OFFICER</td>
<td>ADDRESS</td>
<td>Napa, CA</td>
</tr>
<tr>
<td>Brian Kearney</td>
<td>4161 E. Third Avenue</td>
<td></td>
</tr>
</tbody>
</table>

| AGENT FOR SERVICE OF PROCESS (If the agent is an individual, the agent must reside in California and Item 7 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and Item 7 must be left blank.) |
| NAME OF AGENT FOR SERVICE OF PROCESS | CITY AND STATE | ZIP CODE |
| Brian R. Kearney | Napa | 94558 |

| DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.) |
| --- | --- |
| Check here if the corporation is an association formed to manage a common interest development under the Davis-Stirling Common Interest Development Act and proceed to Items 9, 10 and 11. |

| NOTE: Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form. |

<table>
<thead>
<tr>
<th>ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY</th>
<th>CITY</th>
<th>STATE</th>
<th>ZIP CODE</th>
</tr>
</thead>
</table>

| FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT | 9-DIGIT ZIP CODE |
| Complete if the business or corporate office is not on the site of the common interest development. |

| NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY | CITY | STATE | ZIP CODE |

| THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT |
| Linda Lewis | Executive Director | 11/8/04 |

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM  
SIGNATURE  
TITLE  
DATE  

APPROVED BY SECRETARY OF STATE  

SI-100 (REV 09/2004)
State of California  
Secretary of State  

STATEMENT OF INFORMATION  
(Domestic Nonprofit Corporation)  

Filing Fee $20.00. If amendment, see instructions.  

IMPORTANT - READ INSTRUCTIONS BEFORE COMPLETING THIS FORM  

1. CORPORATE NAME (Please do not alter if name is preprinted)  
   C0546926  
   THE NAPA VALLEY COLLEGE FOUNDATION  
   2277 NAPA-VALLEJO HIGHWAY  
   NAPA, CA 94558  

2. STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY  
   CITY  
   STATE  
   ZIP CODE  
   2277 NAPA-VALLEJO HIGHWAY  
   NAPA, CA 94558  

COMPLETE PRINCIPAL OFFICE ADDRESS (Do not abbreviate the name of the city. Item 2 cannot be a P.O. Box.)  

3. CHIEF EXECUTIVE OFFICER/  
   ADDRESS  
   CITY AND STATE  
   ZIP CODE  
   JAMES W TERRY  
   809 COOMBS STREET  
   NAPA, CA 94558  

4. SECRETARY/  
   ADDRESS  
   CITY AND STATE  
   ZIP CODE  
   DENNIS PEDISICH  
   PO BOX 2637  
   NAPA, CA 94558  

5. CHIEF FINANCIAL OFFICER/  
   ADDRESS  
   CITY AND STATE  
   ZIP CODE  
   BRIAN R KEARNEY  
   4161 E. THIRD AVENUE  
   NAPA, CA 94558  

6. NAME OF AGENT FOR SERVICE OF PROCESS (If no individual, the agent must reside in California and item 7 must be completed with a California address. If the agent is another corporation, the agent must have on file with the California Secretary of State a certificate pursuant to Corporations Code section 1505 and item 7 must be left blank.)  
   BRIAN R KEARNEY  
   4161 E. THIRD AVENUE  
   NAPA, CA 94558  

7. ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL  
   CITY  
   STATE  
   ZIP CODE  
   4161 E. THIRD AVENUE  
   NAPA, CA 94558  

8. Check here if the corporation is an association formed to manage common interest development under the Davis-Stirling Common Interest Development Act and proceed to items 9, 10, and 11.  

NOTE: Corporations formed to manage a common interest development must also file a Statement by Common Interest Development Association (Form SI-CID) as required by California Civil Code section 1363.6. Please see instructions on the reverse side of this form.  

9. ADDRESS OF BUSINESS OR CORPORATE OFFICE OF THE ASSOCIATION, IF ANY  
   CITY  
   STATE  
   ZIP CODE  

10. FRONT STREET AND NEAREST CROSS STREET FOR THE PHYSICAL LOCATION OF THE COMMON INTEREST DEVELOPMENT (Complete if the business or corporate office is not on the site of the common interest development.)  

11. NAME AND ADDRESS OF ASSOCIATION'S MANAGING AGENT, IF ANY  
    CITY  
    STATE  

12. THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT  

GLENNA R AGUADA  
TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM  
SIGNATURE  
ACCOUNTANT III  
TITLE  
DATE  
08/29/2006  

S-106 (REV 05/2006)  
APPROVED BY SECRETARY OF STATE  

E-275018  
FILED  
Jun - 29 2006