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Karen Rose
krose@cscinfo.com

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State of California
Secretary of State



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 23 2008

Debra Bowen

DEBRA BOWEN
Secretary of State

FILED

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

JUN - 5 1968

FRANK M. JORDAN, Secretary of State

Frank M. Jordan
Deputy

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;

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Restiction of right
to amend articles

No

Yes

(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 propoganda, 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	SIGNATURE
Alban L. Bailey 596 Montecito Blvd. Napa	<u>Alban L. Bailey</u>
William L. Blanckenburg 60 Oakcrest Ct., Napa	<u>William L. Blanckenburg</u>
Edmund F. Brovelli, Jr. 637 Montecito Blvd., Napa	<u>Edmund F. Brovelli, Jr.</u>
George W. Clark 1575 St. Helena Hwy. St. Helena	<u>George W. Clark</u>

NAME & ADDRESS

Richard G. Clark
3020 Beard Rd., Napa

Hubert F. Fruehauf
1090 Dry Creek Rd., Napa

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

James R. Gibbany
3065 Stadium Ave., Napa

George B. Heibel
Aetna Springs Resort
St. Helena

Karney K. Kenchelian
1196 Ross Circle, Napa

Lorraine Kongsgaard
500 Stonecrest Dr., Napa

Harry M. McPherson
2480 3rd Ave., Napa

Virginia F. Murdoff
2661 Pine Street, Napa

Charles H. Niccolls
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. Tranmer
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

SIGNATURE

Richard G. Clark

Hubert F. Fruehauf

Walter J. Fogarty Jr.

James R. Gibbany

George B. Heibel

Karney K. Kenchelian

Lorraine Kongsgaard

Harry M. McPherson

Virginia F. Murdoff

Charles H. Niccolls

Roy L. Patrick

Virginia H. Simms

Philip E. Swift

Harry A. Tranmer

Leo Trepp

Ralph Trower

Dale E. Walter

Julian Weidler

Kenneth E. Wilkens

NAME
Arthur C. Youngberg
1219 Jerome Way, Napa

SIGNATURE
Arthur C. Youngberg

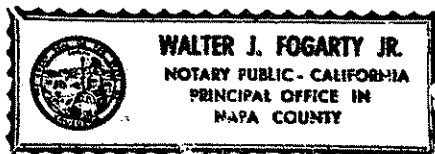
STATE OF CALIFORNIA)
(ss
COUNTY OF NAPA)

On this 22 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. Broveali Jr.,
George W. Clark, Richard G. Clark, Hubert F. Fruehauf, Walter J.
Fogarty Jr., James R. Gibbany, George B. Heibel, Karney K. Kenchelian,
Lorrain Kongsgaard, Harry M. McPherson, Virginia F. Murdoff, Charles H.
Niccolls, Roy L. Patrick, Virginia H. Simms, Phillip E. Swift, Harry A.
Tranmer, Leo Trepp, Ralph Trower, Dale Walter, Julian Weidler, Kenneth
E. Wilkens

known to me to be the persons whose names are subscribed to within Art-
icles 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.

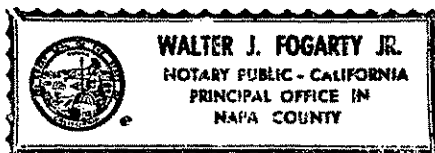


Walter J. Fogarty Jr.
Notary Public

STATE OF CALIFORNIA)
(ss.
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.



Walter J. Fogarty Jr.
Notary Public

JUN 3 1968



CALIFORNIA

FRANCHISE TAX BOARD

1000 STREET
SACRAMENTO, CALIFORNIA 95814

May 31, 1968

The Maps College Foundation
c/o Dickerson, Postman & Fogarty
Attorneys at Law
927 Randolph Street
Maple, CA 94558

Attention: W. J. Fogarty, 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 ~~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
James C. Stewart
Tax Counsel

cc: Secretary of State
(D) ~~Register of Charitable Trusts~~
FTB 4212 (4-68)

546926

A258197

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

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

DEC 6 1982

MARCH FONG EU, Secretary of State
[Signature]
Deputy

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.

[Signature: Alban L. Bailey]
Dr. Alban L. Bailey, President

[Signature: Joseph Keebler]
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.

[Signature: Alban L. Bailey]
Dr. Alban L. Bailey, President

[Signature: Joseph Keebler]
Joseph Keebler, Secretary



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

A handwritten signature in cursive script that reads "Debra Bowen".

DEBRA BOWEN
Secretary of State

04-510445



State of California

N

Kevin Shelley
Secretary of State

19

STATEMENT OF INFORMATION
(Domestic Nonprofit Corporation)

FILED
SACRAMENTO, CALIF

NOV 17 2004

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

C 05 4 6926

Kevin Shelley
KEVIN SHELLEY
SECRETARY OF STATE

This Space For Filing Use Only

DUE DATE:

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

2 STREET ADDRESS OF PRINCIPAL OFFICE IN CALIFORNIA, IF ANY

CITY

STATE ZIP CODE

2277 Napa-Vallejo Hwy

Napa

CA

94558

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

3 CHIEF EXECUTIVE OFFICER:

ADDRESS

CITY AND STATE

ZIP CODE

Kathi Metro

P. O. Box 2200

Napa, CA

94558

4 SECRETARY:

ADDRESS

CITY AND STATE

ZIP CODE

verna Steinhauer

1977 vineyard Avenue

St. Helena, CA

94574

5 CHIEF FINANCIAL OFFICER:

ADDRESS

CITY AND STATE

ZIP CODE

Brian Kearney

4161 E. Third Avenue

Napa, CA

94558

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.)

6 NAME OF AGENT FOR SERVICE OF PROCESS

Brian R. kearney

7 ADDRESS OF AGENT FOR SERVICE OF PROCESS IN CALIFORNIA, IF AN INDIVIDUAL

CITY

STATE ZIP CODE

4161 E. Third Avenue

Napa

CA

94558

DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.)

8 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.

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.)

9-DIGIT ZIP CODE

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

CITY

STATE ZIP CODE

12 THE INFORMATION CONTAINED HEREIN IS TRUE AND CORRECT

Linda Lewis

TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM

Jonda Lewis
SIGNATURE

Executive Director

TITLE

11/8/04

DATE



State of California
Secretary of State

N

E-275018

FILED

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

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

Jun - 29 2006

This Space For Filing Use Only

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

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

NAMES AND COMPLETE ADDRESSES OF THE FOLLOWING OFFICERS (The corporation must have these three officers. A comparable title for the specific officer may be added; however, the preprinted titles on this form must not be altered.)

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

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.)

6 NAME OF AGENT FOR SERVICE OF PROCESS
BRIAN R KEARNEY

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

DAVIS-STIRLING COMMON INTEREST DEVELOPMENT ACT (California Civil Code section 1350, et seq.)

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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

GLENN R AGUADA	ACCOUNTANT III	06/29/2006
TYPE OR PRINT NAME OF PERSON COMPLETING THE FORM	SIGNATURE	DATE

