

**ARTICLES OF INCORPORATION**  
**OF**  
**BANKERS HILL COMMUNITY GROUP**

I.

The name of this corporation is Bankers Hill Community Group.

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 charitable purposes.

B. The specific purpose of this corporation is to receive, acquire, hold, manage, administer and expend property and funds for charitable and educational purposes, and to assist and support institutions, organizations, associations, trusts and undertakings which are described in Section 501(c)(3) of the Internal Revenue Code, and exempt from taxation under Section 501(a) of the Internal Revenue Code.

III.

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

Ben Baltic  
3733 Robinson Mews  
San Diego, CA 92103

IV.

The initial street and mailing address of the corporation is:

3733 Robinson Mews  
San Diego, CA 92103

V.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

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 in, or intervene in, any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

C. 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 any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code, or individual.

D. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (ii) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

VI.

The property of this corporation is irrevocably dedicated to charitable and educational 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, except that the corporation shall be authorized to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof. 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 charitable, public or educational purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code.

VII.

The corporation shall not have any members.

VIII.

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

IX.

The corporation is authorized to indemnify the directors and officers of the corporation to the fullest extent permissible under California law.

X.

All references in these Articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding sections of any future federal tax code.

Dated: February 3, 2015

  
\_\_\_\_\_  
John C. O'Neill, Incorporator