

2504888

ARTICLES OF INCORPORATION

OF

EAST BAY COLLEGE FUND

**FILED** <sup>ASO</sup>  
in the office of the Secretary of State  
of the State of California

APR - 1 2003

*Kevin Shelley*  
KEVIN SHELLEY, Secretary of State

One: The name of this corporation is:

EAST BAY COLLEGE FUND

Two: 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.

Three: The name of this corporation's initial agent for service of process is:

Patricia A. Durham  
848 Longridge Road  
Oakland, CA 94610.

Four: This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the purpose of the corporation is to provide scholarships to college bound high school students.

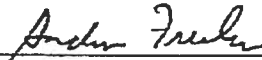
Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law)."

Five: The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer of this corporation or to the benefit of any private person.

On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, educational, religious or scientific purposes and has established and maintained its

tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

Dated: 3/27, 2003.

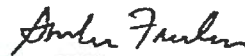


\_\_\_\_\_  
Andrew Fremder, Incorporator




\_\_\_\_\_  
Barbara Fremder, Incorporator

We declare that we are the persons who executed the foregoing Articles of Incorporation and that said execution is our act and deed.



\_\_\_\_\_  
Andrew Fremder



\_\_\_\_\_  
Barbara Fremder

AMENDED AND RESTATED

ARTICLES OF INCORPORATION

One: The name of this corporation is:

OAKLAND PROMISE

Two: 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.

Three: This corporation is organized exclusively for charitable purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Without limiting the foregoing, the specific purpose of this corporation is to support children of all ages who live or attend public school in Oakland, California to receive an education and graduate high school with the expectations, resources, and skills to complete college and be successful in the careers of their choice and to provide scholarships, mentoring and support to college-bound students.

Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law)."

Four: The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer of this corporation or to the benefit of any private person.

On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable, educational, religious or scientific purposes and has established and maintained its tax-exempt status under section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law).

NCTO

2504888  
 CERTIFICATE OF AMENDED AND RESTATED --  
 ARTICLES OF INCORPORATION  
 OF  
 EAST BAY COLLEGE FUND

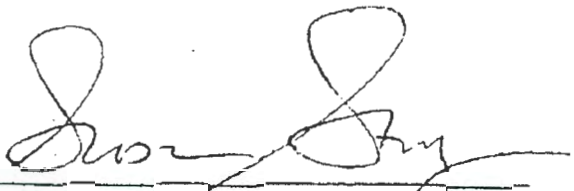
CA  
 FILED  
 Secretary of State  
 State of California

12 JUN 27 2019

The undersigned certify that:

1. They are the Chair of the Board and the Secretary, respectively, of East Bay College Fund, a California nonprofit public benefit corporation (this "Corporation").
2. The Articles of Incorporation of this Corporation are hereby amended and restated as set forth in the attached Articles of Incorporation, which are incorporated by reference as it set forth in full in this certificate.
3. The foregoing amendment and restatement of the Articles of Incorporation has been duly approved by the board of directors of this Corporation.
4. This Corporation has no members.

DATED: June 27, 2019

  
 Susan Stutzman, Chair of the Board

DATED: June 27, 2019

  
 Susie Poncélet, Secretary