

RESTATED

ARTICLES OF INCORPORATION

OF

CHURCH OF THE NATIVITY EPISCOPAL CHURCH

IN SAN RAFAEL, CALIFORNIA

L. John Larson and Nina Woods certify

that:

A. They are the Rector (President) and Clerk (Secretary, respectively, of CHURCH OF THE NATIVITY EPISCOPAL CHURCH IN SAN RAFAEL, CALIFORNIA, a California nonprofit religious corporation.

B. Prior to this amendment and restatement, the name of this corporation was THE RECTOR, WARDENS, AND VESTRYMEN OF CHURCH OF THE NATIVITY.

C. The Articles of Incorporation of this corporation are amended and restated in their entirety to read as follows:

1. The name of this corporation is CHURCH OF THE NATIVITY EPISCOPAL CHURCH IN SAN RAFAEL, CALIFORNIA.

2. This corporation is a religious corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Religious Corporation Law primarily for religious purposes. It is organized as a Parish of the Episcopal Church under the Constitution and Canons of The Episcopal Church and the Constitution and Canons of the Diocese of California which shall

always, unless they be contrary to the laws of this State, form part of the Bylaws of this corporation and shall prevail against anything elsewhere that may appear to be repugnant or contrary to such Constitutions and Canons. All activities of this corporation shall forever be in conformity with such Constitutions and Canons and with the Doctrine, Discipline and Worship of The Episcopal Church.

3. The property of this corporation is irrevocably dedicated to religious and charitable purposes and only these 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. Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from Federal income tax under Section 501(c) (3) of the Internal Revenue Code or by a corporation contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code. No substantial part of the activities of this corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in, any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

4. All real and personal property held by or for the benefit of this corporation is forever held in trust for The Episcopal Church and the Diocese of California of The Episcopal Church. The existence of this trust, however, shall not limit the

power and authority of this corporation otherwise existing over such property so long as the corporation remains a part of and subject to The Episcopal Church and the Diocese of California and their Constitutions and Canons.

5. This corporation is organized as a subordinate corporation created under the authority of the Episcopal Diocese of California. It shall dissolve whenever its parochial relationship with the Diocese of California is dissolved by action of this corporation or by the Diocese of California, or when the charter authorizing formation of the Parish and corporation is surrendered to, taken away by, or revoked by the Diocese of California.

6. Upon any 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 and become the property of such corporate entity of the Diocese of California as shall then be organized and operated for religious and charitable purposes to hold title to property for such purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code and Section 23701(d) of the Revenue and Taxation Code of the State of California.

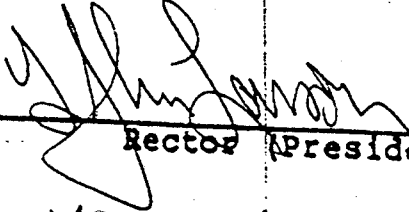
7. This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 thereof.

D. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Vestry (Board of

Directors) and by the required vote of the members of the corporation in accordance with Sections 9620, 5812, 5032 and 5034 of the California Corporations Code.


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: 6/14/94



Rector (President)

Date: 6/14/94



Clerk (Secretary)