

ARTICLES OF INCORPORATION

ONE: The name of this Corporation is [NEIGHBORHOOD NAME] NEIGHBORHOOD ORGANIZATION.

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 public purposes.

THREE: The specific purposes for which this Corporation is formed are:

- (a) To be a group of neighbors organized to address a range of issues for the purpose of maintaining and improving the livability and character of the [Neighborhood Name] neighborhood by encouraging neighborhood identity and participation.
- (b) To facilitate communication with the City of Palm Springs through its active involvement as an officially recognized Neighborhood Organization and member of Organized Neighborhoods of Palm Springs ("ONE-PS").
- (c) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated association known as the [Neighborhood Name] Neighborhood Organization.
- (d) To do all such things as are incidental or conducive to the attainment of the above objects.

FOUR: The name and address in California of this Corporation's initial agent for service of process is [street address of Neighborhood Organization Secretary].

FIVE: The initial street and mailing address of this Corporation is [street address of Neighborhood Organization Secretary].

SIX: This Corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Internal Revenue Code"), and within the meaning of Section 23701f of the California Revenue and Taxation Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

SEVEN: The property of this Corporation is irrevocably dedicated to social welfare 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. Upon the dissolution or winding up of this Corporation, all 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 serving the greater Palm Springs community that is organized and operated exclusively for charitable or social welfare purposes and that has established its tax exempt status under Section 501(c)(4) of the Internal Revenue Code (or, at the option of the Board of Directors of this Corporation, to a nonprofit organization serving the greater Palm Springs community that is organized and operated exclusively for charitable or educational purposes and that has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code).

EIGHT: This Corporation will at all times be guided by Palm Springs Ordinance 1666, adopted April 6, 2005, and codified in Chapter 2.55 of the Palm Springs Municipal Code ("Ordinance"), the Bylaws of ONE-PS and the policies of ONE-PS and the City of Palm Springs Office of Neighborhood Involvement ("Policies") now in force or hereafter from time to time adopted or amended, insofar as any provisions of such Ordinance, Bylaws and Policies may be applicable to the activities of this Corporation.

NINE: These Articles of Incorporation may be altered, amended, replaced or repealed by a motion to such effect being approved by a majority vote of the members of the Board of Directors and approved by the members [and eligible members] of the [Neighborhood Name] Neighborhood Organization at the annual membership meeting or at a special membership meeting. Notice of proposed changes approved by the Board shall be given in accordance with the Bylaws prior to any meeting at which action is proposed to be taken on such changes. Any proposed change to the Articles of Incorporation must be submitted in writing to the Secretary at least forty-five days prior to the annual or special membership meeting.

TEN: To the fullest extent allowed by Section 5238 of the California Corporations Code, this Corporation shall indemnify its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

ELEVEN: The name of the existing unincorporated association, now being incorporated by the filing of these Articles, is [Neighborhood Name] Neighborhood Organization.

DATED: _____, 2016.

[Signature of NOrg Chairperson]

Incorporator

[Signature of NOrg Secretary]

Incorporator

DECLARATION

[Neighborhood Organization Chairperson] and [Neighborhood Organization Secretary] declare under penalty of perjury under the laws of the State of California that they are the Chairperson and Secretary, respectively, of the [Neighborhood Name] Neighborhood Organization referred to in the Articles of Incorporation to which this Declaration is attached, and that association has duly authorized and approved in accordance with its Bylaws, rules and procedures its incorporation by means of these Articles.

EXECUTED at Palm Springs, California, on _____, 2016.

[Signature of NOrg Chairperson]

[Signature of NOrg Secretary]

[Name of NOrg Chairperson]

[Name of NOrg Secretary]