


NOTED

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FILED JMM

Secretary of State
State of California

3W OCT 03 2016 

**CERTIFICATE OF RESTATEMENT OF
ARTICLES OF INCORPORATION**

OF

**SAN FRANCISCO, CALIFORNIA, BRANCH OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN, INC.,**

a California Nonprofit Public Benefit Corporation

The undersigned, Barbara Spencer and Kelly Joseph, hereby certify that:

1. They are the duly elected and acting President and Secretary, respectively, of San Francisco, California, Branch of the American Association of University Women, a California nonprofit public benefit corporation (the "Corporation").
2. The Articles of Incorporation of the Corporation are amended and restated to read in their entirety as follows:

ARTICLES OF INCORPORATION

OF

**SAN FRANCISCO, CALIFORNIA, BRANCH OF THE AMERICAN ASSOCIATION OF
UNIVERSITY WOMEN, INC.,**

I

The name of this Corporation shall be SAN FRANCISCO, CALIFORNIA, BRANCH OF THE AMERICAN ASSOCIATION OF UNIVERSITY WOMEN, INC.

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 public purposes.

B. The specific and primary purpose for which this Corporation is formed is to advance equity for women and girls through advocacy, education, and research.

C. This Corporation elects to be governed by all the provisions of the new law not otherwise applicable to it under Part 5 of Division 2 of Title 1 of the California Corporations Code.

III

A. This Corporation is organized and operated exclusively for the promotion of social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended (the "Code").

B. Notwithstanding any other provision of these articles or the bylaws, 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 Code.

C. The property of this Corporation is irrevocably dedicated to public purposes and no part of the net income or assets of this Corporation shall inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

D. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed (i) to the American Association of University Women, a nonprofit corporation qualifying as tax-exempt under Section 501(c)(3) of the Code ("AAUW"), or its successor, or an AAUW-affiliated entity designated by AAUW which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(4) of the Code, or (ii) if the AAUW or its successor or designee are no longer in existence for any reason, to the nonprofit fund, foundation or corporation to which the assets of AAUW or any successor or designee were distributed, provided that such entity is organized and operated for charitable or social welfare purposes under Section 501(c)(3) or Section 501(c)(4) of the Code, or (iii) if the AAUW or its successor or designee no longer qualify under Section 501(c)(3) or Section 501(c)(4) of the Code for any reason, to a nonprofit fund, foundation or corporation organized and operated for charitable or social welfare purposes under Section 501(c)(3) or Section 501(c)(4) of the Code for the benefit of women and girls.

IV

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

3. The foregoing Amended and Restated Articles of Incorporation of the Corporation have been duly approved by the board of directors of the Corporation.
4. The foregoing Amended and Restated Articles of Incorporation of the Corporation have been duly approved by the required vote of the members of the Corporation.

We declare under penalty of perjury under the laws of the State of California that the matters set forth in this Certificate of Amendment and Restatement are true and correct of our own knowledge.

9/11/16

Date

Barbara Spencer

Barbara Spencer
President

9/11/16

Date

Kelly Joseph

Kelly Joseph
Secretary

I hereby certify that the foregoing is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.



OCT 15 2016

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Alex Padilla
ALEX PADILLA, Secretary of State