

**CERTIFICATION OF AMENDED AND RESTATED ARTICLES OF  
INCORPORATION OF THE FOUNDATION FOR CHABOT-LAS POSITAS  
COMMUNITY COLLEGE DISTRICT**

The undersigned certify that:

1. They are the president and the secretary, respectively, of The Foundation for Chabot-Las Positas Community College District, a California corporation.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

**AMENDED AND RESTATED ARTICLES OF  
INCORPORATION  
OF  
THE FOUNDATION FOR CHABOT-LAS POSITAS  
COMMUNITY COLLEGE DISTRICT**

**A CALIFORNIA NONPROFIT PUBLIC BENEFIT  
CORPORATION**

**ARTICLE I  
NAME**

The name of this Corporation is THE FOUNDATION FOR  
CHABOT-LAS POSITAS COMMUNITY COLLEGE DISTRICT.

**ARTICLE II  
PURPOSES**

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 and charitable purposes.

B. The specific purpose of this Corporation shall be to advance the district-level interests, and promote the welfare, of Chabot-Las Positas Community College District (“District”) and to carry on other educational and charitable activities associated with this purpose as allowed by law.

C. This Corporation is organized and operated exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

**ARTICLE III**  
**LIMITATIONS**

A. 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)(3) of the Internal Revenue Code, or by a corporation, contributions to which are deductible under Sections 170(c)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

**ARTICLE V**  
**DEDICATION OF ASSETS**

The property of this Corporation is irrevocably dedicated to educational and charitable purposes meeting the requirements of Revenue and Taxation Code section 214, and no other part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer or member, if any, of this Corporation, or to any other private person. Upon the dissolution and winding up of this Corporation and after paying or adequately providing for the debts and obligations of this Corporation, the remaining assets shall be distributed only to the Chabot-Las Positas Community College District for the sole benefit of the District.

**ARTICLE VI**  
**AMENDMENT**

Amendments to these Articles of Incorporation shall require approval of its Board and the Board of Trustees of the Chabot-Las Positas Community College District.

3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

4. The corporation has no members.

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: \_\_\_\_\_

---

Ronald P. Gerhard, President  
**THE FOUNDATION FOR CHABOT-LAS  
POSITAS COMMUNITY COLLEGE  
DISTRICT**

Date: \_\_\_\_\_

---

*[Name]*, Secretary