

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE COMMUNITY FOUNDATION OF THE NAPA VALLEY

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

APR 18 2000

The undersigned certify that:

BILL JONES, Secretary of State

1. They are the president and the secretary, respectively, of THE COMMUNITY FOUNDATION OF THE NAPA VALLEY, organized under the California Nonprofit Public Benefit Corporation law, (the "Corporation").

2. The articles of incorporation of the corporation are amended and restated in full as follows:

ONE: The name of the corporation is THE COMMUNITY FOUNDATION OF THE NAPA VALLEY.

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. The charitable purposes are to maintain and enhance the educational, social, cultural, health and civic resources of the Napa Valley community through support of qualified nonprofit organizations and to provide philanthropic leadership to help create and promote efforts among citizens to improve the quality of life in the Community.

THREE: This Corporation is organized and operated exclusively for charitable purposes within the meaning of §501(c)(3) of the Internal Revenue Code of 1986, as amended.

FOUR: No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate or otherwise intervene in any political campaign (including publishing or distribution of statements) on behalf of any candidate for public office.

FIVE: The property of this corporation is irrevocable 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, officer, or member or to the benefit of any private person.

Upon dissolution and 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 nonprofit funds, foundation, or corporations, which are organized and operated exclusively

for charitable purposes and which have established their tax exempt status under §501(c)(3) of the internal revenue code of 1986, as amended.

If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior court of Napa County, on petition by the Attorney General of the State of California or any person concerned in the liquidation, in a proceeding to which the Attorney General of the State of California is a party.

This corporation has no members and the foregoing Amended and Restatement of the Articles of Incorporation has been approved by the board of directors, in accordance with § 5032 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 above are true and correct of our own knowledge.

Dated: April 17, 2000



Robert E. Andreae
President



Mary Frances Rocca
Secretary

