

ARTICLES OF INCORPORATION OF  
THE BERKELEY NEIGHBORHOODS COUNCIL

I

The name of the corporation is: The Berkeley Neighborhoods Council

II

The purposes for which this corporation is formed are: (a) The specific and primary purpose is exclusively to promote the social welfare of the community by working to enhance and protect the environmental quality of the neighborhood areas served by this corporation, by representing these neighborhoods before entities and agencies both public and private, and by serving as a focal point for neighborhood concerns involving such issues as traffic and transit, land use conservation and other issues affecting environmental quality. The efforts of this corporation shall be expended for the good of the community it serves as a whole, not just for the good of the members of the corporation. (b) The general purposes and powers are to engage in other lawfully authorized activities consistent with and in furtherance of the purpose set forth in subparagraph (a) of this article II.

III

This corporation shall not participate or intervene (including the publishing or distributing of statements) directly or indirectly, in political campaigns on behalf of or in opposition to any candidate for public office.

IV

The corporation is organized under the General Nonprofit Corporation Law of the State of California.

V.

The county in this state where the principal office for the transaction of the business of this corporation is to be located in Alameda County, State of California.

VI

The number of directors of this corporation shall vary, and the names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

Dean Metzger, Chairman  
Shirley Dean, Vice Chair

VII

The bylaws of this corporation may be adopted and amended or repealed by two-thirds vote of those attending a general meeting at the time of the vote, but any such adoption, amendment, or repeal, although effective from the time of the action of the meeting, shall expire if not approved within nine months by a majority vote of the members attending a

general membership meeting called and noticed for that purpose. Any bylaw of this corporation may be adopted, amended, or repealed directly by a majority vote of the members attending a general membership meeting called and noticed for that purpose.

### VIII

This corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits, or dividends to its members and is organized solely for nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to the purpose of the promotion of social welfare, and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, member, or individual. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non-profit fund, foundation, or a corporation that is organized and operated exclusively for the purpose of the promotion of social welfare and that has established its tax-exempt state under section 501(c) (3) of the Internal Revenue Code and section 23701f of the Revenue and Taxation Code.

If this corporation holds any assets in trust upon its dissolution or winding up, they shall be disposed of in such a manner as may be directed by judgment of the superior court of the county in which this corporation's principal office is located, on petition by the Attorney General or by any person concerned in the liquidation.

### IX

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, and the property, voting, and other rights and privileges of members shall be as set forth in the bylaws.

### X

The name of the unincorporated association that is being incorporated is the Berkeley Neighborhoods Council.

IN WITNESS WHEREOF, the undersigned, being the chairman and the secretary-treasurer, respectively, of the Claremont-Elmwood Neighborhood Association, the unincorporated association that is being incorporated by these Articles of Incorporation, have executed them this (1<sup>TH</sup> DAY OF May, 2017).

(signed)  
Dean Metzger  
Chairman

(signed)  
Shirley Dean  
Vice Chair