ARTICLES OF INCORPORATION

OF

POGO PARK
a California Nonprofit Public Benefit Corporation

I.
The name of this corporation is Pogo Park.

II.
This corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

III.
The name and address in the State of California of this corporation’s initial agent for service of process is: Toody Maher, 2604 Roosevelt Avenue, Richmond, CA 94804-1623.

IV.
A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Sections 170(c)(2) and 501(c)(3) of the United States Internal Revenue Code of 1986, as amended (the “Code”).

B. Notwithstanding any other provision of these articles, the corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Code Section 501(c)(3) or (b) by a corporation, contributions to which are deductible under Code Section 170(c)(2).

C. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as otherwise permitted in accordance with elections duly made pursuant to Code Section 501(h) and Section 23704.5 of the California Revenue and Taxation Code. This corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of or in opposition to any candidate for public office.

V.
The property of this corporation is irrevocably 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 thereof or to the benefit of any private person. Upon the dissolution or 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 a nonprofit fund, foundation, or
corporation that is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Code Section 501(c)(3).

VI.

This corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to tax on undistributed income imposed by Code Section 4942. Further, this corporation shall not engage in any act of self-dealing as defined in Code Section 4941(d), nor retain any excess business holdings as defined in Code Section 4943(c), nor make any investments in such manner as to incur tax liability under Code Section 4944 nor make any taxable expenditures as defined in Code Section 4945(d).

DATED: September 3, 2010

[Signature]
Toody Meier, Incorporator
I hereby certify that the foregoing transcript of ___ page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

SEP 20 2010

Date: ___

DEBRA BOWEN, Secretary of State