

920183

ARTICLES OF INCORPORATION
OF
THE FOOD BANK, INCORPORATED
OF SANTA CLARA COUNTY

ENDORSED
FILED

In the office of the Secretary of State
of the State of California

MAY 31 1979

MARCH FONG EU, Secretary of State

Gloria J. Carroll
Deputy

I

The name of this corporation shall be The Food Bank, Incorporated of Santa Clara County.

II

The purposes for which this corporation is formed are:

(a) The specific and primary purposes for which this corporation is to engage or to assist in the effort to eliminate the paradox of poverty in the midst of plenty and to operate for the advancement of the social welfare of the elderly poor, the distressed and underprivileged persons on an exclusively non-profit basis.

(b) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of California, including the power to contract, rent, buy or sell personal or real property.

(c) 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 intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

III

This corporation is organized pursuant to the General Non-profit Corporation Law of the State of California. This corporation does not contemplate pecuniary gain or profit to the members thereof and it is organized for non-profit purposes.

IV

The principal office for the transaction of the business of this corporation is located in the County of Santa Clara, State of California.

V

The general management of the affairs of this corporation shall be under the control, supervision and direction of the board of directors. The names and addresses of persons who are to act in the capacity of directors until the selection of their successors are:

| | | |
|------------------|-----------------------|----------------------|
| James P. McEntee | 3999 Forestwood Drive | San Jose, California |
| Barbara Somers | 4090 Ambler Way | San Jose, California |
| Don Cruze | 1505 E. Santa Clara | San Jose, California |

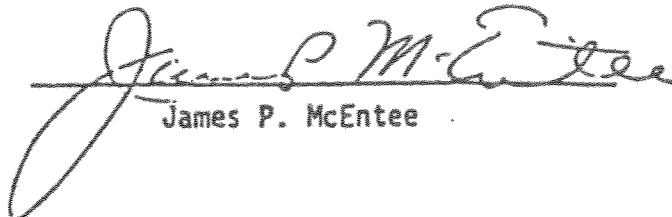
VI

The authorized number and qualifications of members of the corporation, the different classes of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments and the method of collection thereof, shall be as set forth in the bylaws.

VII

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private individual. Upon the dissolution or winding up of the 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 corporation which is organized and operated exclusively for charitable purposes and which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code. If this corporation holds any assets in trust, or a 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 the county in which the corporation has its principal office, upon petition therefore by the Attorney General or by a person concerned in the liquidation, in a proceeding to which the Attorney General is a party.

IN WITNESS WHEREOF, the undersigned have executed these Articles of
Incorporation, this 11th day of April, 1979.


James P. McEntee



Barbara Somers

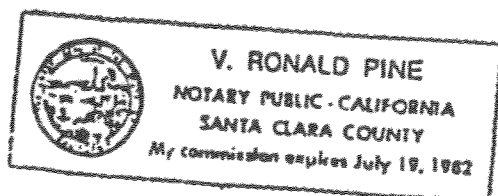

Don Cruze

STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

On this 11th day of April 1979, before me, V. Ronald Pine,
a Notary Public for the State of California, with principal office in Santa Clara
County, personally appeared James P. McEntee, Barbara Somers, and Don Cruze, known
to me to be the persons whose names are subscribed to the within Articles of
Incorporation, and acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
on the day and year first above written.


NOTARY PUBLIC



CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION

James P. McEntee and Harriet Waterbury certify:

1. That they are the president and secretary, respectively, of The Food Bank, Inc., a California corporation.


2. That at a meeting of the board of directors of said corporation, duly held at Santa Clara, California, on July 23, 1979, the following resolution was adopted:

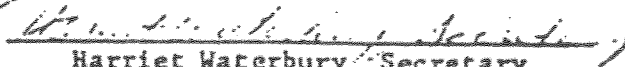
"RESOLVED: That Article IIB of the articles of incorporation of this corporation be amended to read as follows:

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation."

3. That at a meeting of the members of said corporation, duly held at Santa Clara, California, on July 23, 1979, a resolution was adopted, and the wording of the amended article as set forth in the members' resolution is the same as that set forth in the directors' resolution in Paragraph 2 of this certificate.

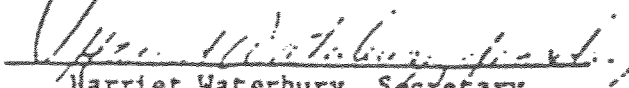
4. That the number of members who voted affirmatively for the adoption of said resolution is 7, and that the number of members constituting a quorum is 5.


James P. McEntee, President


Harriet Waterbury, Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at Santa Clara, California, on July 23, 1979.


James P. McEntee, President


Harriet Waterbury, Secretary

A359229

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

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
CORPORATION #920183

OCT 5 1988

MARCH FONG EU, Secretary of State

WILLIAM H. CILKER, SR. AND LYNN GROSS-CERF certify that:

1. They are the President and the Secretary, respectively, of The Food Bank, Incorporated of Santa Clara County, a California Corporation.
2. Article I of the articles of incorporation of this corporation is amended to read as follows:

The name of this corporation shall be SECOND HARVEST
FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES.

3. The foregoing amendment 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: October 1, 1988

William H. Cilker
WILLIAM H. CILKER, SR.
President, Board of Directors

Lynn Gross-Cerf
LYNN GROSS-CERF
Secretary, Board of Directors

STATE OF CALIFORNIA
STATE BANKING DEPARTMENT

CERTIFICATE OF APPROVAL OF NAME

Pursuant to Section 3903 of the Financial Code, I, HOWARD GOULD, Superintendent of Banks of the State of California, do hereby approve the name "SECOND HARVEST FOOD BANK OF SANTA CLARA AND SAN MATEO COUNTIES," as set forth in the attached Amendment to the Articles of Incorporation of The Food Bank, Incorporated of Santa Clara County.

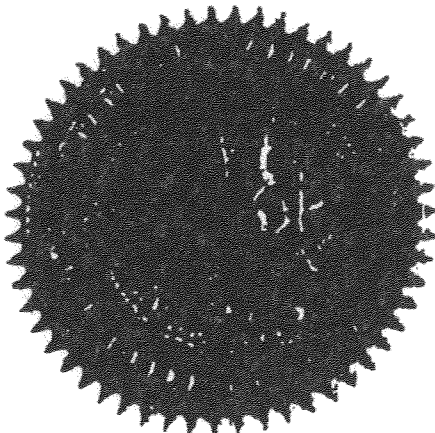
Given under my hand and official seal this 29th day of September, 1988, in the City and County of San Francisco, State of California.

HOWARD GOULD
Superintendent of Banks

By



ROBERT E. THOMAS
Counsel





Department of the Treasury
Internal Revenue Service

ATLANTA, GA 39901

In reply refer to: 0717C01731
Sep. 03, 1992 LTR 104C
94-2614101 0000 00 000

00798

SECOND HARVEST FOOD BANK OF SANTA
CLARA AND SAN MATEO COUNTIES
750 CURTNER AVE
SAN JOSE CA 95125-2118

Taxpayer Identification Number: 94-2614101

Dear Taxpayer:

We have corrected your address as requested.

If you write, please include your telephone number and the hours you can be reached in the spaces below. Also include this letter with your correspondence. Keep a copy for your records.

Your Telephone Number (408) 266-8866 Hours 8 a.m. to 5 p.m. M to F

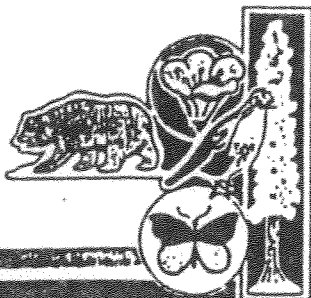
Thank you for your cooperation.

Sincerely yours,

Glynda F. Hankins

Glynda F. Hankins
Chief, Taxpayer Assistance Section

Enclosure(s):
Copy of this letter



State of California

OFFICE OF THE SECRETARY OF STATE

CORPORATION DIVISION

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the corporate record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

IN WITNESS WHEREOF, I execute
this certificate and affix the Great
Seal of the State of California this

OCT 19 1988



March Fong Eu

Secretary of State

Internal Revenue Service
District Director

Department of the Treasury

Date: 9 MAR 1982

SF:EO:82-399
Our Letter Dated:
January 9, 1980
Person to Contact:
Desk Officer
Contact Telephone Number:
(415) 556-5353
EIN: 94-2614101

The Food Bank Incorporated
of Santa Clara County
312 Brokaw Road
Santa Clara, CA 95050

This modifies our letter of the above date in which we stated that you would be treated as an organization which is not a private foundation until the expiration of your advance ruling period.

Based on the information you submitted, we have determined that you are not a private foundation within the meaning of section 509(a) of the Internal Revenue Code, because you are an organization of the type described in section *170(b)(1)(A)(vi). Your exempt status under section 501(c)(3) of the Code is still in effect.

Grantors and contributors may rely on this determination until the Internal Revenue Service publishes notice to the contrary. However, a grantor or a contributor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section *170(b)(1)(A)(vi) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section *170(b)(1)(A)(vi) organization.

Because this letter could help resolve any questions about your private foundation status, please keep it in your permanent records.

If you have any questions, please contact the person whose name and telephone number are shown above.

Sincerely yours,


District Director

*509(a)(1) and

EP/EO:1
SF:EO:30-2164

Date: JAN 9 1980

Employer Identification Number:
94-2614101
Accounting Period Ending:
September 30
Foundation Status Classification:
509(a)(1) & 170(b)(1)(A)(vi)
Advance Ruling Period Ends:
September 30, 1981
Person to Contact:
E. C. Michael Oldfield
Contact Telephone Number:
(415) 536-3460

▷ The Food Bank Incorporated of
Santa Clara County
311 Brokaw Rd.
Santa Clara, CA 95050

Dear Applicant:

Based on information supplied, and assuming your operations will be as stated in your application for recognition of exemption, we have determined you are exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code.

Because you are a newly created organization, we are not now making a final determination of your foundation status under section 509(a) of the Code. However, we have determined that you can reasonably be expected to be a publicly supported organization described in section 509(a)(1) & 170(b)(1)(A)(vi)

Accordingly, you will be treated as a publicly supported organization, and not as a private foundation, during an advance ruling period. This advance ruling period begins on the date of your inception and ends on the date shown above.

Within 90 days after the end of your advance ruling period, you must submit to us information needed to determine whether you have met the requirements of the applicable support test during the advance ruling period. If you establish that you have been a publicly supported organization, you will be classified as a section 509(a)(1) or 509(a)(2) organization as long as you continue to meet the requirements of the applicable support test. If you do not meet the public support requirements during the advance ruling period, you will be classified as a private foundation for future periods. Also, if you are classified as a private foundation, you will be treated as a private foundation from the date of your inception for purposes of sections 507(d) and 4940.

Grantors and donors may rely on the determination that you are not a private foundation until 90 days after the end of your advance ruling period. If you submit the required information within the 90 days, grantors and donors may continue to rely on the advance determination until the Service makes a final determination of your foundation status. However, if notice that you will no longer be treated as a section 170(b)(1)(A)(vi) organization is published in the Internal Revenue Bulletin, grantors and donors may not rely on this determination after the date of such publication. Also, a grantor or donor may not rely on this determination if he or she was in part responsible for, or was aware of, the act or failure to act that resulted in your loss of section 170(b)(1)(A)(vi) status, or acquired knowledge that the Internal Revenue Service had given notice that you would be removed from classification as a section 170(b)(1)(A)(vi) organization.