

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

NOV 12 1993



*March Fong Eu*

Secretary of State

A439165

ENDORSED  
FILED

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

RESTATED ARTICLES OF INCORPORATION

OF

CALIFORNIA WIC ASSOCIATION

OCT 29 1993

MARCH FONG EU, Secretary of State

LINDA LOW and DIANE LINDNER certify that:

1. They are the Chief Executive Officer and Secretary, respectively, of California WIC Association, a California corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

FIRST: The name of this corporation is California WIC Association.

SECOND: 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.

This organization is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States Internal Revenue law), or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as

amended (or the corresponding provision of any future United States Internal Revenue law).

THIRD: The property of this corporation is irrevocably dedicated to charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Section 23701(d) of the California Revenue and Taxation Code, as amended, which meets the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code, as amended. Upon the winding up and dissolution of this corporation, the assets remaining after payment, or provision for payment, of the debts and liabilities of the corporation shall be distributed in a manner which furthers the purposes of the corporation, including, without limitation, distribution to one or more nonprofit funds, foundations or corporations which are organized and operated exclusively for charitable and/or educational purposes and which have established their tax-exempt status as organizations described under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and which are qualified for exemption from taxation under Section 23701(d) of the California Revenue and Taxation Code, as amended.

FOURTH: No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, trustees, directors, officers or to any other private persons, except that the corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article Second hereof.

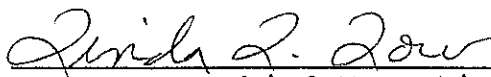
No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except to the extent provided in Section 501(h) of the Internal Revenue Code of 1986, as amended, and the corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

3. The foregoing amendment and restatement of articles of incorporation has been duly approved by the sole director of this corporation.

4. This 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.

Dated: October 28, 1993

  
LINDA LOW, Chief Executive Officer

  
DIANE LINDNER, Secretary