

1574156

**AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
LEICHTAG FOUNDATION
A California Nonprofit Public Benefit Corporation**

FILED *OPM*
Secretary of State
State of California

OCT 23 2015 *(P)*

James Farley and Charlene Seidle certify that:

ICC

1. They are the President and Assistant Secretary, respectively, of Leichtag Foundation, a California nonprofit public benefit corporation.

2. The Articles of Incorporation of this corporation are amended and restated to read in full as follows:

I.

NAME

The name of this corporation is Leichtag Foundation.

II.

PURPOSE

A. 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.

B. This corporation is organized exclusively for charitable, scientific and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The specific purpose of this corporation shall be to receive, acquire, hold, manage, administer and expend property and funds in furtherance of the aforesaid purposes, as the board of directors of this corporation shall from time to time determine; and to assist and support, within the discretion of the board of directors, institutions, organizations, associations, trusts, governmental entities and undertakings organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

III.

BOARD OF DIRECTORS

The affairs of the corporation shall be under the direction of a board of directors. The number, term of office, manner of election or appointment and qualifications of the directors shall be as set forth in the bylaws of the corporation.

IV.

TAX-EXEMPT STATUS

A. This corporation is organized and operated exclusively for charitable, scientific, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. 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 any members thereof or to any private shareholder, as defined for purposes of Section 501(c)(3) of the Internal Revenue Code, or any individual.

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

D. Notwithstanding any other provision of these articles, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purpose of this corporation, and 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, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

V.

IRREVOCABLE DEDICATION OF PROPERTY

A. The property of this corporation is irrevocably dedicated to scientific or charitable and educational purposes meeting the requirements of Revenue and Taxation Code Section 214, 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.

B. Upon the dissolution or winding up of this 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 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.

VI.

ELIMINATION OF LIABILITY

The liability of the directors of the corporation for monetary damages shall be eliminated to the fullest extent permissible under California law.

VII.

INDEMNIFICATION

The corporation is authorized to provide indemnification of agents (as defined in Section 5238 of the California Corporations Code) for breach of duty to the corporation through bylaw provisions or through agreements with agents, or both, to the extent permitted by Section 5238 of the California Corporations Code.

VIII.

INTERNAL REVENUE CODE

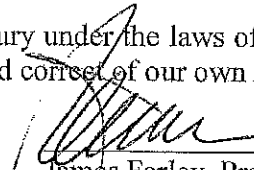
All references in these articles to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding sections of any future federal tax code.

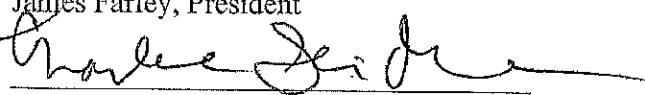
3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.

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: 10/23/2015


James Farley, President


Charlene Seidle, Assistant Secretary



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

OCT 27 2015

A red circular stamp containing a stylized signature or initials.

Date: _____

A handwritten signature in blue ink that reads "Alex Padilla".

ALEX PADILLA, Secretary of State