

## **ARTICLES OF INCORPORATION**

**ONE:** The name of this Corporation is Organized Neighborhoods of Palm Springs (“ONE-PS”).

**TWO:** 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 purposes.

**THREE:** The specific purposes for which this Corporation is formed are:

- (a) To serve as a clearinghouse for information from the City of Palm Springs, California, to the recognized neighborhood organizations, in accordance with Palm Springs Ordinance 1666, adopted April 6, 2005, and codified in Chapter 2.55 of the Palm Springs Municipal Code, now in force or hereafter from time to time amended (“Ordinance”).
- (b) To improve the livability and character of the neighborhoods and the City of Palm Springs by establishing a mechanism for two-way communication between the City and ONE-PS and fostering a partnership of open communication between the City and its neighborhoods.
- (c) To educate the residents of the City of Palm Springs on issues of importance to the City’s residents and use its best efforts to ensure they are afforded an opportunity to participate in governmental decisions.
- (d) To make public policy recommendations to the Palm Springs City Council, Boards, Commissions, Task Forces and Administration, as well as to other governmental bodies and agencies whose policies may affect the residents of Palm Springs.
- (e) To assist the City of Palm Springs and neighborhood residents in developing innovative solutions to mutual concerns.
- (f) To foster cooperation and consensus among diverse interests in the City of Palm Springs and to encourage diverse perspectives.
- (g) To foster within the City government a service orientation towards its residents.
- (h) To develop in the residents of Palm Springs a sense of personal pride and responsibility for their neighborhoods.
- (i) To help develop in the residents of Palm Springs a capacity for and willingness to serve the City in positions of responsibility.

- (j) For the purposes aforesaid, to take over the assets, rights and franchises of the unincorporated association known as Organized Neighborhoods of Palm Springs.
- (k) To do all such things as are incidental or conducive to the attainment of the above objects.

**FOUR:** The name and address in California of this Corporation's initial agent for service of process is Terry Towne, 2275 N. Starr Road, Palm Springs, CA 92262.

**FIVE:** The initial street and mailing address of this Corporation is 2275 N. Starr Road, Palm Springs, CA 92262.

**SIX:** This Corporation is organized and operated exclusively for social welfare purposes within the meaning of Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Internal Revenue Code"), and within the meaning of Section 23701f of the California Revenue and Taxation Code, including for such purposes the making of distributions to organizations that qualify as exempt organizations within the meaning of Sections 501(c)(3) and 501(c)(4) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, this Corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(4) of the Internal Revenue Code.

**SEVEN:** The property of this Corporation is irrevocably dedicated to social welfare 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 this Corporation, all assets remaining after payment, or provision for payment, of all debts and liabilities of this Corporation shall be distributed to nonprofit funds, foundations or corporations serving the greater Palm Springs community that are organized and operated exclusively for charitable or social welfare purposes and that have established their tax exempt status under Section 501(c)(4) of the Internal Revenue Code (or, at the option of the Board of Directors of this Corporation, to nonprofit organizations serving the greater Palm Springs community that are organized and operated exclusively for charitable or educational purposes and that have established their tax exempt status under Section 501(c)(3) of the Internal Revenue Code).

**EIGHT:** This Corporation will at all times be bound by the Ordinance and the policies of the City of Palm Springs Office of Neighborhood Involvement ("Policies") now in force or hereafter from time to time adopted or amended, insofar as any provisions of such Ordinance and Policies may be applicable to the activities of this Corporation.

**NINE:** These Articles of Incorporation may be altered, amended, replaced or repealed by a motion to such effect being approved by a majority vote of the members of the Board of Directors and approved by a two-thirds vote of the vote of the Neighborhood Organizations present at a ONE-PS meeting.

**TEN:** To the fullest extent allowed by Section 5238 of the California Corporations Code, this Corporation shall indemnify its agents against expenses, judgments, fines, settlements and other amounts actually and reasonably incurred in connection with any proceeding, and in accordance with Section 5238. For purposes of this Article, "agent" shall have the same meaning as in Section 5238(a), including directors, officers, employees, other agents, and persons formerly occupying such positions; "proceeding" shall have the same meaning as in Section 5238(a), including any threatened action or investigation under Section 5233 or brought by the Attorney General; and "expenses" shall have the same meaning as in Section 5238(a), including reasonable attorneys' fees.

**ELEVEN:** The name of the existing unincorporated association, now being incorporated by the filing of these Articles, is Organized Neighborhoods of Palm Springs.

DATED: May 17, 2016.

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Lisa Middleton  
Incorporator

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Terry Towne  
Incorporator

**DECLARATION**

Lisa Middleton and Terry Towne declare under penalty of perjury under the laws of the State of California that they are the Chairperson and Secretary, respectively, of Organized Neighborhoods of Palm Springs referred to in the Articles of Incorporation to which this Declaration is attached, and that association has duly authorized and approved in accordance with its Bylaws, rules and procedures its incorporation by means of these Articles.

**EXECUTED** at Palm Springs, California, on May 17, 2016.

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Lisa Middleton

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Terry Towne