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

OCT 25 1977

MARCH 20 1978
William R. [Signature]
Deputy Secretary of State

ARTICLES OF INCORPORATION
OF

THE HUNGER PROJECT, A CHARITABLE CORPORATION

5

FIRST: The name of the corporation is The Hunger Project, A Charitable Corporation.

SECOND: The purposes for which this corporation is formed are: _____

- (a) The specific and primary purposes are:
 - (1) to create a context "the end of hunger and starvation on this planet," in twenty (20) years.
 - (2) to engage in charitable and educational activities consistent with and pursuant to Section 501 (c) (3) of the Internal Revenue Code of 1954.
- (b) The general purposes and powers are to have and exercise all rights and powers conferred on non-profit corporations under the laws of the State of California, including the power to contract, rent, buy or sell personal or real property; provided, however, that 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 purposes of this corporation.

THIRD: This corporation is organized pursuant to Part 1 of Division 2 of Title 1 of the Corporations Code of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

FOURTH: The county in this State where the principal office for the transaction of the business of the corporation is located in San-Francisco County.

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FOURTH: The county in this State where the principal office for the transaction of the business of the corporation is located in San-Francisco County.

FIFTH:

- (a) The number of Directors of this corporation shall be three (3).
- (b) The names and addresses of the persons who are to act in the capacity of first Directors are:

<u>NAME</u>	<u>ADDRESS</u>
Michael Gary Chatzky	16780 Lark Avenue Los Gatos, California
Robert Dunnett	16780 Lark Avenue Los Gatos, California
Mark Schiavenza	16780 Lark Avenue Los Gatos, California

- (c) Any action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting, if all members of the Board shall individually or collectively consent in writing to such action. Such written consent shall have the same force and effect as the unanimous vote of such Directors. Any certificate or other document filed under any provision of law which relates to action so taken shall state that the action was taken by the unanimous written consent of the Board of Directors without a meeting and that the Articles of Incorporation authorize the Directors to so act, and such statement shall be prima facie evidence of such authority.
- (d) The manner in which Directors shall be chosen and removed from office, their qualifications, powers, duties, compensation, and tenure of office, the ~~manner of filling vacancies on the Board,~~ and the manner of calling and holding meetings of Directors, shall be as stated in the By-laws.
- (e) Directors shall not be personally liable for the debts, liabilities, or obligations of the corporation.

SIXTH:

- (a) The authorized number, if any, and qualifications of members of the corporation, the filling of vacancies, 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, and the termination and transfer of membership shall be as stated in the By-laws. Provided, however, that if the voting, property or other rights or interests, or any of them, be unequal, the By-laws shall set forth the rule or rules by which the respective voting, property or other rights or interests of each member or class of members are fixed and determined.

- (b) Members of this corporation are not personally liable for the debts, liabilities or obligations of the corporation.

SEVENTH:

- (a) 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 the members thereof and is organized solely for non-profit purposes.
- (b) The property of this corporation is irrevocably dedicated to charitable and educational 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 persons.
- (c) Upon the dissolution or winding up of the corporation, its assets remaining after payments 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 and is operating under its tax-exempt status pursuant to Section 501 (c) (3) of the Internal Revenue Code.
- (d) If this corporation holds any assets in trust, or the corporation is formed for charitable purposes, such assets shall be disposed of in such a manner as may be directed by a decree of the Superior Court of the County in which the corporation has its principal office, upon a petition therefore, by the Attorney General of the State of California or by any person concerned in the liquidation, in a proceeding to which the Attorney General of the State of California is a party.

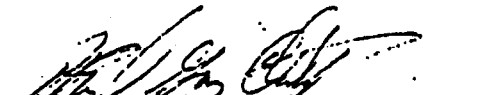
EIGHTH: No substantial part of the activities of this corporation shall consist of the carrying on of propaganda, or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for public office.

NINTH: This corporation is not authorized, nor shall it have the power, to issue capital stock.

TENTH: These Articles may, except as provided by law imposing more stringent requirements, be amended as follows:

- (a) Before any members, other than the incorporators, have been admitted to the corporation, by a writing signed by two-thirds (2/3) of the incorporators.
- (b) After members, other than the incorporators, have been admitted to the corporation, by resolution of the Board of Directors and by two-thirds (2/3) or more of a quorum of the members given either before or after the adoption of the resolution by the Board.

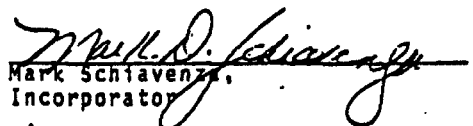
In witness whereof, the undersigned being the persons hereinabove named as the first Directors, have executed these Articles of Incorporation on October 21, 1977.



Michael Gary Chatzky,
Incorporator



Robert Dunnett,
Incorporator



Mark Schiavetti,
Incorporator

A C K N O W L E D G M E N T

State of California
City and County of
San Francisco

On October 21, 1977, before me, a notary public for the State of California, personally appeared Michael Gary Chatzky, Robert Dunnett and Mark Schiavenza, known to me to be the persons whose names are subscribed to the foregoing Articles of Incorporation of The Hunger Project Charitable Corporation, and acknowledged that they executed the same.

WITNESS my hand and official seal this 21 day of
October, 1977.

Marge Bosetti
Notary Public for the State of
California



829932

A2020115

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION OF
THE HUNGER PROJECT, A CHARITABLE CORPORATION
A CALIFORNIA NON-PROFIT CORPORATION

FILED
In the office of the Secretary of State
of the State of California
APR 4 1979
MARGIE FONG EU, Secretary of State
Deputy

ELLIS M. DEULL and HELEN NAHM certify that:

1. They are the duly elected and acting President and Secretary, respectively, of said corporation.
2. Subsection (a) of the Fifth Article of the Articles of Incorporation of said corporation shall be amended to read:

"The number of Directors of this corporation shall be not less than eight (8) and not more than eleven (11)."

The foregoing amendment was approved by unanimous written consent of the Directors, who are the sole members of said corporation, on February 21, 1979.

IN WITNESS WHEREOF, the undersigned have executed this Certificate on March 20th, 1979.

Ellis M. Deull
ELLIS M. DEULL, President

Helen Nahm
HELEN NAHM, Secretary

STATE OF NEW YORK,]
] ss.
COUNTY OF NEW YORK.]

On this 20th day of March, 1979, before me, Mary Ann Rooney, a Notary Public in the State of New York, duly commissioned and sworn, personally appeared Ellis M. Deull, he being duly sworn by me, deposed and stated under penalty of perjury that the matters set forth in the foregoing certificate of amendment are true of his own personal knowledge.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal in the County of New York on this 20th day of March, 1979.

Mary Ann Rooney
Notary Public, State of New York
No. 31-4672708
Qualified in New York County
Term Expires March 30, 1980

The undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true of her own knowledge. Executed at San Francisco, California on 3/20/79, 1979.

Helen Nahm
Helen Nahm

EA

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A209365

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

OCT 10 1979

James Fong Yu
James FONG YU, Secretary of State
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF

THE HUNGER PROJECT, A CHARITABLE CORPORATION

JOAN HOLMES and ROBERT CHESTER certify that:

1. They are the chief executive officer and secretary, respectively, of The Hunger Project, A Charitable Corporation, which is a California non-profit corporation.

2. At a meeting of the Board of Directors of the corporation, duly held at New York City, New York on June 7, 1979, the following resolution was adopted:

"RESOLVED that the provision in paragraph (b) of Article SEVENTH of the Articles of Incorporation which now reads 'The property of this corporation is irrevocably dedicated to charitable and educational purposes...' is amended to read, 'The property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 of the Revenue and Taxation Code of California...'"

3. The directors of this corporation are the members of this corporation and as such have adopted the amendment set forth in Paragraph 2 above.

Joan Holmes
JOAN HOLMES, Chief Executive Officer

Robert Chester
ROBERT CHESTER, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California, on *August 29*, 1979.

Joan Holmes
JOAN HOLMES

Robert Chester
ROBERT CHESTER

dlc

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A216891

CERTIFICATE OF AMENDMENT

OF

ARTICLES OF INCORPORATION

OF

THE HUNGER PROJECT, A CHARITABLE CORPORATION

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

APR 8 1980

MARION FONG, P.S. Secretary of State

[Signature]
Deputy

JOAN HOLMES and ROBERT N. CHESTER certify that:

1. They are the president and secretary, respectively, of The Hunger Project, A Charitable Corporation, which is a California nonprofit corporation.

2. At a meeting of the Board of Directors of the corporation, duly held at New York City, New York, on February 26, 1980, the following resolution was adopted:

"RESOLVED: That the Articles of Incorporation of this corporation are amended and restated as follows:

ONE: The name of this corporation is The Hunger Project, A Charitable Corporation.

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 charitable and educational purposes. The purpose for which the corporation is organized is to create a public climate or context "the end of hunger and starvation on this planet by 1997," and to engage in charitable and educational activities consistent with and pursuant to Section 501(c)(3) of the Internal Revenue Code of 1954.

THREE: (a) the property of this corporation is irrevocably dedicated to charitable and educational purposes meeting the requirements of Section 214 of the Revenue and Taxation Code of California, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director or officer of this corporation, or the benefit of any private individual.

(b) Upon the winding up and dissolution of this corporation, and after paying or adequately providing for the debts and obligations of the corporation, the remaining

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assets shall be distributed to a nonprofit fund, foundation, or corporation that is organized and operated exclusively for charitable and educational purposes and that has established its tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

FOUR: (a) This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (i) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).


(b) No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distributing of statements), any political campaign on behalf of any candidate for political office.

FIVE: This corporation elects to be governed by all the provisions of the Nonprofit Corporation Law, not otherwise applicable to it under Parts 2 and 5 of Division 2 of Title I of the Corporations Code of the State of California"

3. The corporation has no members.



JOAN HOLMES, President



ROBERT N. CHESTER, Secretary

The undersigned declare under penalty of perjury that the matters set forth in the foregoing certificate are true of their own knowledge. Executed at San Francisco, California on 4-2, 1980.



JOAN HOLMES



ROBERT N. CHESTER