

Address any reply to:

P.O. Box 2350, Los Angeles, Calif. 90063

Department of the Treasury

District Director

Internal Revenue Service

Date: **FEB 15 1980** In reply refer to:

EOG-2:D:TF

▷ Manna Conejo Valley Food Distribution
Center Inc
3020 Crescent Way, P.O. Box 1114
Thousand Oaks, CA 91360

Date of Exemption: December 28, 1979
Internal Revenue Code Section: 501(c)(3)

95-3413415

Gentlemen:

Thank you for submitting the information shown below. We have made it a part of your file.

The changes indicated do not adversely affect your exempt status and the exemption letter issued to you continues in effect.

Please let us know about any future change in the character, purpose, method of operation, name or address of your organization. This is a requirement for retaining your exempt status.

Thank you for your cooperation.

Sincerely yours,



District Director

Item Changed

From

To

Amendment to Articles of Incorporation filed and endorsed by the Secretary of State of the State of California November 29, 1979. Exemption is now unconditional.

Letter 976(DO) (7-77)



SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 5 page(s) was prepared by and in this office from the record on file, of which it purports to be a copy, and that it is full, true and correct.

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

JUN 23 2004



Kevin Shelley

Secretary of State

FILEDIn the Office of the Secretary of State
of the State of California

JUL 11 1979

MARTIN FLYNN, JR., Secretary of State

Bill Hilde
DeputyARTICLES OF INCORPORATION
OF

MANNA, CONEJO VALLEY FOOD DISTRIBUTION CENTER, INCORPORATED

KNOW ALL MEN BY THESE PRESENTS:

That we, the undersigned, have this day associated ourselves together for the purpose of forming a corporation under the laws of the State of California, as a nonprofit corporation under the provisions of Part 1, of Division 2, Title 1, of the Corporations Code, as set forth in its Articles of Incorporation;

AND THAT WE HEREBY CERTIFY:

FIRST: That the name of the corporation is:

MANNA, CONEJO VALLEY FOOD DISTRIBUTION CENTER, INCORPORATED.

SECOND: That the specific and primary purposes for which this corporation is formed are: (1)

To provide food on a temporary basis to needy families in the Conejo Valley.

That the general purposes and powers are:

(a) To make contracts.

(b) To purchase, lease, replace and operate property, whether real, personal or mixed, including fixtures, buildings and equipment, and to sell, convey, exchange, transfer upon trust, give liens upon by way of mortgage and/or trust deeds, and otherwise dispose of all real and personal property, including fixtures, buildings and equipment.

(c) To act as Trustee under any trust created to furnish funds for the principal objects of the corporation and to receive, hold, administer and expend funds and property subject to such trust.

(d) To provide for the payment of all necessary operating expenses and other bills as may be from time to time determined to be necessary by the Board of Directors.

(e) To exercise any other rights and powers conferred on nonprofit corporations under the laws of California.

(f) 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 purposes of this corporation.

THAT THIS CORPORATION DOES NOT CONTEMPLATE PECUNIARY GAIN OR PROFIT TO THE MEMBERS THEREOF, AND THAT THE FUNDS OF THIS CORPORATION, WHETHER RECEIVED BY GIFT OR OTHERWISE AND REGARDLESS OF THE SOURCE THEREOF, SHALL BE USED EXCLUSIVELY IN THE PROMOTION OF THE ACTIVITIES OF THE CORPORATION, AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE.

THIRD: That this corporation is organized pursuant to the General Nonprofit Corporation Law.

FOURTH: That the County in the State of California where the principal office for the transaction of the business of this corporation is to be located in the County of Ventura.

FIFTH: That the number of directors of this corporation shall be Five (5) and said number may be changed by a duly adopted amendment to the laws.

The names and addresses of the persons who are appointed to act as the first directors and the Executive Board of this corporation, and to continue to act as such directors and the Executive Board until the election and qualification of their successors, are as follows:

NAMES	ADDRESSES
Francis X. Schillo	91 Dombey Circle Thousand Oaks, CA 91360
Vern Friesen	555 Laurie Lane Thousand Oaks, CA 91360
Betty Langlois	1476 Norwich Avenue Thousand Oaks, CA 91360
Maureen Dobbins	1434 Feather Avenue Thousand Oaks, CA 91360
Linda Milbrett	3575 Baxter Newbury Park, CA 91320

SIXTH: That the authorized number and qualifications of the directors and members of this corporation may be set forth in the By-Laws of the corporation and the different classes of membership in the corporation, if any, together with the respective voting and other rights and privileges of each class of said membership, are to be set forth and provisions therefor made in the By-Laws of this corporation and the By-Laws are to set forth and make provision for the election and the term of office of the Board of Directors.

SEVENTH: 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 nonprofit purposes. The property, assets, profits and net income of this corporation are irrevocably dedicated to charitable purposes and no part of the profits or net income of this corporation shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private shareholder or individual. Upon the dissolution or winding up of this corporation, its assets remaining after payment of, 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 and Section 23701d of the Revenue and Taxation Code. If this corporation holds any assets in trust, such assets shall be disposed of in such a manner as may be directed by decree of the Superior Court of the County in which this corporation's principal office is located, upon petition therefor by the Attorney General or by any person concerned in the liquidation.

EIGHTH: That the private property of the members shall not be subject to the payment of the corporate debts.

The general management of the affairs of this corporation shall be under the control, supervision and direction of the Board of Directors.

The corporation reserves the right to amend, alter, change or repeal any provisions contained in these Articles of Incorporation in the manner now or hereafter prescribed by Title 1, Division 1, Part 8, Chapter 1 or the Corporations Code and all rights conferred upon members herein are granted subject to this reservation.

NINTH: The name of the existing unincorporated association which is hereby incorporated is:

MANNA, CONEJO VALLEY FOOD BANK

IN WITNESS WHEREOF, we have hereunto set our hands and seals this 2nd day of July, 1979.

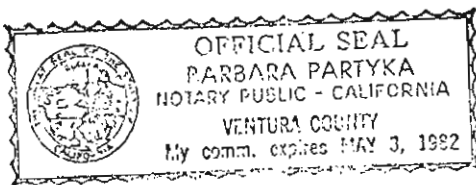
James X. Schull

Maurice Dolbert

STATE OF CALIFORNIA)
) SS.
COUNTY OF VENTURA)

On this 2nd day of May, 1979, before me, a Notary Public in and for Ventura County, State of California, residing therein duly commissioned and sworn, personally appeared FRANCIS X. SCHILLO and MAUREEN DOBBINS, personally known to me to be the said persons whose names are subscribed to the foregoing Articles of Incorporation as Incorporators and who are also named therein as Directors, and who adknnowledged to me that the executed the said instrument.

IN WITNESS WHEREOF, I have hereunto affixed my hand and official seal this 2nd day of May, 1979.



Barbara Partyka

NOTARY PUBLIC IN AND FOR SAID STATE

STATE OF CALIFORNIA)
) ss.
COUNTY OF VENTURA)

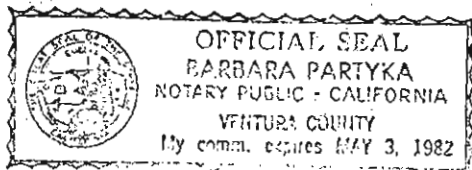
FRANCIS X. SCHILLO and MAUREEN DOBBINS, being duly sworn,
state:

That FRANCIS X. SCHILLO is the President and Presiding Officer and MAUREEN DOBBINS is the Secretary/Clerk of MANNA, CONEJO VALLEY FOOD DISTRIBUTION CENTER, an existing unincorporated association; said association has duly authorized its corporation and has authorized affiants to execute the foregoing Articles Of Incorporation.

Francis X. Schillo
FRANCIS X. SCHILLO
Presiding Officer

Maureen Dobbins
MAUREEN DOBBINS
Secretary/Clerk

SUBSCRIBED AND SWORN to before me this 2nd day of
July, 1979.



Barbara Partyka
NOTARY PUBLIC IN AND FOR SAID
STATE

