



AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ORINDA BASEBALL ASSOCIATION

a California Nonprofit Public Benefit Corporation

Updated: August 2025

The undersigned certify that:

1. They are the President and Secretary, respectively, of Orinda Baseball Association, a California nonprofit public benefit corporation, with California entity number 1191241.
2. The Articles of Incorporation of this corporation are hereby amended and restated to read as follows:

ARTICLE I

The name of this corporation (hereinafter, the "Corporation") is: Orinda Baseball Association.

ARTICLE II

- 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 and shall be operated exclusively for charitable purposes within the meaning of, and any other purposes set forth in, Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (together with the corresponding provisions of any future United States internal revenue law, the "Code"), including, without limitation, for the following specific purposes:
 - (a) to organize, supervise, promote, finance, and foster children's amateur baseball and softball competition; and

- (b) subject to the limitations set forth herein, engaging in any and all lawful acts or activities, and exercising all such powers, rights and privileges applicable to nonprofit public benefit corporations organized under the California Nonprofit Public Benefit Corporation Law, in furtherance of or incidental to accomplishing the foregoing purposes. Notwithstanding the preceding statement of powers, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the Section 501(c)(3) tax-exempt purposes of the Corporation as set forth herein.

ARTICLE III

- A. This Corporation is organized and operated exclusively for the purposes set forth in Article II hereof within the meaning of Section 501(c)(3) of the Code.
- B. Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on by: (a) a corporation exempt from federal income tax pursuant to Section 501(c)(3) of the Code, or (b) a corporation contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Code.
- C. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any private shareholder or individual, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth herein.
- D. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except to the extent permitted by Section 501(h) of the Code, if the Corporation makes an election thereunder), and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of any candidate for public office.
- E. In accordance with Section 508(e) of the Code and Section 5260 of the California Corporations Code, if any taxable year this Corporation is a private foundation as defined under Section 509(a) of the Code, then in such year: (a) this Corporation shall distribute such amounts for each taxable year on undistributed income under Section 4942 of the Code; (b) this Corporation shall not engage in any act of self-dealing which is subject to tax under Section 4941(d) of the Code; (c) this Corporation shall not retain any excess business holdings which are subject to tax under Section 4943(c) of the Code; (d) this Corporation shall not make any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Code; and (e) this Corporation shall not make any taxable expenditures which are subject to tax under Section 4945 of the Code.

ARTICLE IV

- A. The property and assets of the Corporation are irrevocably dedicated to charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code.

- B. Upon the winding up and dissolution of the Corporation, its assets remaining after payment or adequate provision for payment of all debts and obligations of the Corporation shall be distributed in accordance with a plan of dissolution approved by the Board of the Directors of the Corporation to one or more entities approved by the Board of Directors then organized and operated exclusively for charitable purposes within the meaning of Sections 170(c)(2)(B) and 501(c)(3) of the Code and recognized by the Internal Revenue Service as exempt from federal income tax pursuant to Section 501(c)(3) of the Code.

ARTICLE V

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

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: _____

Name: Matt Stokes
Title: President

Name: T.O. Kong
Title: Secretary