



California Secretary of State

Business Programs Division
1500 11th Street, Sacramento, CA 95814

Request Type: Certified Copies
Entity Name: ACF MONTEREY BAY CHAPTER
Formed In: CALIFORNIA
Entity No.: 0698359
Entity Type: Nonprofit Corporation - CA - Mutual
Benefit

Issuance Date: 01/17/2025
Copies Requested: 1
Receipt No.: 009030356
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Document Listing

Reference #	Date Filed	Filing Description	Number of Pages
B3286-7613	01/15/2025	Restated Articles of Incorporation	3

** **** * End of list ***** **

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.



IN WITNESS WHEREOF, I execute this
certificate and affix the Great Seal of the
State of California on January 17, 2025.

SHIRLEY N. WEBER, PH.D.
Secretary of State

To verify the issuance of this Certificate, use the Certificate No. above with the Secretary of State Certification Verification Search available at bizfileOnline.sos.ca.gov.

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File No.: BA20250116388

Date Filed: 1/15/2025

RESTATED ARTICLES OF INCORPORATION

OF

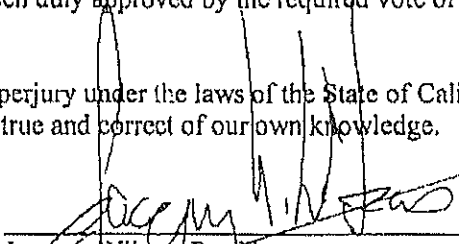
THE MONTEREY PENINSULA CHEFS ASSOCIATION, INC.

The undersigned, Jacques Wilson and Crystal Birkmeier, hereby certify that:

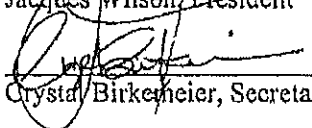
1. They are, respectively, the duly elected President and Secretary of The Monterey Peninsula Chefs Association, Inc., a California nonprofit mutual benefit corporation (the "Corporation") with California Entity Number 0698359.
2. The articles of incorporation of the Corporation are amended and restated in their entirety as set forth in Exhibit A attached hereto and incorporated herein by this reference (the "Restated Articles of Incorporation").
3. The Restated Articles of Incorporation have been duly approved by the board of directors of the Corporation.
4. The Restated Articles have been duly approved by the required vote of the members of the Corporation.

We further declare, under penalty of perjury under the laws of the State of California, that the statements set forth in this certificate are true and correct of our own knowledge.

Date: 1/11/2025



Jacques Wilson, President



Crystal Birkmeier, Secretary

Certificate Verification No.: 286011725 Date: 01/17/2025

B3286-7613 01/15/2025 5:00 PM Received by California Secretary of State

EXHIBIT A

**RESTATED ARTICLES OF INCORPORATION
OF
THE MONTEREY PENINSULA CHEFS ASSOCIATION, INC.**

**ARTICLE I
NAME**

The name of this corporation is:

ACF MONTEREY BAY CHAPTER.

**ARTICLE II
PURPOSES**

(a) This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity other than credit union business for which a corporation may be formed under such law. The specific purpose for which this corporation is formed is to promote excellence, education, professionalism and collegiality in the culinary profession.

(b) This corporation is formed exclusively to promote the common business interests of its members and to foster the culinary profession within the meaning of Internal Revenue Code §501(c)(6) (or the corresponding provisions of any future United States internal revenue law) and not to engage in a regular business of a kind ordinarily carried on for profit.

(c) Notwithstanding any other provisions of these articles of incorporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purpose for which this corporation was formed, and this corporation shall not carry on any activities not permitted to be carried on by a corporation exempt from federal income tax under Internal Revenue Code §501(c)(6) (or the corresponding provisions of any future United States internal revenue law).

(d) This corporation elects to be governed by all of the provisions of the California Nonprofit Corporation Law of 1980, as amended, not otherwise applicable to it under Part 5 of such law.

**ARTICLE III
MEMBERSHIP**

This corporation shall have members within the meaning of §5056 of the California Corporations Code. The classes of members, if any, and, if there is more than one class of members, the rights, preferences privileges and restrictions attaching to each class of membership, shall be as set forth in the bylaws of this corporation as approved and adopted from time to time in accordance with the provision of the Nonprofit Mutual Benefit Corporation Law.

**ARTICLE IV
TAX-EXEMPT STATUS**

(a) This corporation is not organized for profit or to engage, except to an insubstantial degree, in any business or activity ordinarily carried out for profit.

(b) The property of this corporation is irrevocably dedicated to the purposes set forth in Article II above. No part of the net income or assets of this corporation shall inure to the benefit of any of its directors, officers, members, or any other private person, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered to it and to make payments in furtherance of the purposes set forth in Article II.

(c) Upon the dissolution or winding up of this corporation, its assets remaining, after paying or adequately providing for the debts and liabilities of the corporation, shall be distributed to one or more organizations that is formed and operated to advance or promote the culinary profession and that is or are tax exempt under Internal Revenue Code §501(c)(6) (or the corresponding provisions of any future United States internal revenue law), and/or (ii) to one or more fund, foundation or organization formed for charitable purposes that is or are tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law) as determined by the board of directors; provided that any assets held by the corporation in charitable trust shall be distributed to one or more fund, foundation or organization formed for charitable purposes that is or are tax exempt under Internal Revenue Code §501(c)(3) (or the corresponding provisions of any future United States internal revenue law) as determined by the board of directors.