

SEP 13 2001

BILL JONES, Secretary of State

**CERTIFICATE OF AMENDMENT OF
ARTICLES OF INCORPORATION OF
NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY**

The undersigned certify that:

1. They are the president and the secretary respectively, of NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY.

"The name of the Corporation is COMMUNITY ACTION OF NAPA VALLEY."

3. The foregoing amendment of Articles of Incorporation has been duly approved by the board of directors.

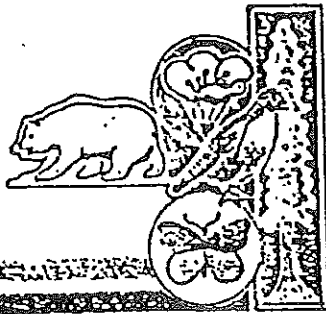
4. The corporation has no members.

5. 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: 8/28/2001

Leon Garcia
Leon Garcia, President

Linda Emerson
Linda Emerson, Secretary



State
of
California
OFFICE OF THE SECRETARY OF STATE

I, *MARCH FONG EU*, Secretary of State of the State of California, hereby certify:

That the annexed transcript has been compared with the record on file in this office, of which it purports to be a copy, and that same is full, true and correct.

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

NOV 26 1984



March Fong Eu

Secretary of State

NOV 21 1984

MARCH FONG EU, Secretary of State

By JAMES E. HARRIS
Deputy

RESTATED

ARTICLES OF INCORPORATION

— Napa County Council for Economic Opportunity --

DAN CORSELLO and FRANCES W. LONG certify that:

1. They are the president and secretary, respectively, of NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY, a California non-profit corporation.

2. The articles of incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

CORPORATE NAME

The name of the Corporation is NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY.

ARTICLE II

PURPOSE OF THE CORPORATION

This corporation is a non-profit 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 a charitable purpose. The charitable purpose of the corporation is to coordinate the various agencies and interested individuals of Napa County toward the overall goal of economic opportunity for all individuals in the

shall be disposed of in such 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.

ARTICLE V

LIMITATION ON POWERS

This corporation is organized exclusively for charitable 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).

ARTICLE VI

POLITICAL ACTIVITIES

No substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence

COPY: ARTICLES OF INCORPORATION OF
NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY

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

DATED: May 12, 1965
Frank M. Jordan, Secretary of State
By: Ralph R. Martig, Deputy

Executed by: Dickenson, Peatman & Fogarty.
Attorneys at Law
927 Randolph Street
Napa, California 94558

C O P Y

ARTICLES OF INCORPORATION OF
NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY.

I.

The name of this corporation shall be NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY.

II.

The purposes for which this corporation is formed are:

- (a) The specific and primary purposes are to coordinate all the various agencies and interested individuals of Napa County in the over-all goal of economic opportunity for all individuals in the county. This goal shall be consistent with the over-all community action goals of the Office of Economic Opportunity.
- (b) The general purposes and powers are:
 - (1) To receive, purchase, hold, mortgage, lease or sell real or personal property for the purpose of this corporation and to lend or invest all monies or funds.
 - (2) To do any and all things necessary, suitable, convenient or proper for or incidental to the accomplishment of any one or more of the objects herein enumerated, or designed directly or indirectly to promote the interests of this corporation, and in general to do any and all things and exercise any and all powers which it may now or hereafter be lawful for this corporation to do or to exercise under the laws of the state that may now or hereafter be applicable to this corporation.

The foregoing shall be construed as objects and powers and the enumeration thereof shall not be held to limit or restrict in any manner the general powers now or hereafter conferred on this corporation by the laws of the State of California:

III.

This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California.

IV.

The county in this state where the principal office for the transaction of the business of this corporation is located is Napa County.

V.

The names and addresses of the persons who are to act in the capacity of directors until the selection of their successors are:

ELIZABETH HAWORTH	3529 Palomar Way Napa, California
HARLAN SMETZER	2202 Loma Heights Road Napa, California
WILLIAM HUSKINS	2690 Wimbledon Napa, California
GORDON EBY	1055 Lorraine Drive Napa, California
JANE SMITH	2622 Adrian Napa, California
HERBERT SALINGER	3740 Hamilton Napa, California

VI.

The authorized number and qualifications of members of the corporation, 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 thereof, shall be as set forth in the Bylaws.

VII.

This corporation is one which does not contemplate pecuniary gain or profit to the members thereof and it is organized solely for nonprofit purposes. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, religious and/or scientific purposes and which has established its tax-exempt status under the Internal Revenue Code.

VIII.

The name of unincorporated association which is being incorporated is
NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY.

IN WITNESS WHEREOF, the undersigned, being the President and Secretary of
NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY the unincorporated association
which is being incorporated hereby, have executed these Articles of Incorporation
this (26th) day of April, 1965.

(Signed)
ELIZABETH HAWORTH, President

(Signed)
JANE SMITH, Secretary

STATE OF CALIFORNIA)
)SS.
COUNTY OF NAPA)

On this (26th) day of April, 1965, before me, the undersigned, a Notary Public
in and for the State of California, with principal office in Napa County,
personally appeared ELIZABETH HAWORTH and JANE SMITH, known to me to be the
persons whose names are subscribed to the within Articles of Incorporation and
acknowledged to me that they executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal
on the day and year first above written.

(Signed) Howard Dickenson, Jr.
Notary Public in and for
said County and State.

STATE OF CALIFORNIA)
)SS.
COUNTY OF NAPA)

ELIZABETH HAWORTH and JANE SMITH, being first duly sworn, each for herself,
depose and say:

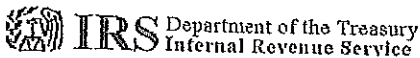
That ELIZABETH HAWORTH is the President and that JANE SMITH is the Secretary
of NAPA COUNTY COUNCIL FOR ECONOMIC OPPORTUNITY, the unincorporated association
mentioned in the foregoing Articles of Incorporation: that said association
has duly authorized its incorporation and has authorized the undersigned, as
said officers, to execute the Articles of Incorporation.

(Signed) ELIZABETH HAWORTH

(Signed) JANE SMITH

Subscribed and sworn to before me this (26th) day of April, 1965.

(Signed) Howard Dickenson, Jr.
Notary Public in and for said County and State.



Department of the Treasury
Internal Revenue Service

P.O. Box 2508
Cincinnati OH 45201

In reply refer to: 0248459780
Mar. 26, 2009 LTR 4168C E0
94-1610851 000000 00 000
00012977
BODC: TE

COMMUNITY ACTION OF NAPA VALLEY
2310 LAUREL ST STE 1
NAPA CA 94559



908903

Employer Identification Number: 94-1610851
Person to Contact: Mr. Pillis
Toll Free Telephone Number: 1-877-829-5500

Dear Taxpayer:

This is in response to your request of Mar. 17, 2009, regarding your tax-exempt status.

Our records indicate that a determination letter was issued in April 2003, that recognized you as exempt from Federal income tax, and discloses that you are currently exempt under section 501(c)(3) of the Internal Revenue Code.

Our records also indicate you are not a private foundation within the meaning of section 509(a) of the Code because you are described in section(s) 509(a)(1) and 170(b)(1)(A)(vi).

Donors may deduct contributions to you as provided in section 170 of the Code. Bequests, legacies, devises, transfers, or gifts to you or for your use are deductible for Federal estate and gift tax purposes if they meet the applicable provisions of sections 2055, 2106, and 2522 of the Code.

If you have any questions, please call us at the telephone number shown in the heading of this letter.

Sincerely yours,

Michele M. Sullivan, Oper. Mgr.
Accounts Management Operations I