

ARTICLES OF INCORPORATION OF SHASTA TRADES NONPROFIT

A California Nonprofit Public Benefit Corporation

The undersigned, acting as the incorporator of a California nonprofit public benefit corporation under the Nonprofit Public Benefit Corporation Law, adopts the following Articles of Incorporation:

ARTICLE 1: NAME

Section 1.1 Name. The name of this corporation is **Shasta Trades Nonprofit** (the "Corporation").

ARTICLE 2: PURPOSE

Section 2.1 Public Benefit Corporation Statement. 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 **public** purposes.[reference:10]

Section 2.2 Specific Purpose. The specific purpose of this corporation is:

To provide affordable, high-quality trade services to our lovely Mount Shasta community, to offer mentors work they love, and to help the next generation become licensed contractors through paid apprenticeships.

Section 2.3 501(c)(3) Purpose. This corporation is organized and operated **exclusively** for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.[reference:11][reference:12]

Section 2.4 Limitation on 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 purposes set forth in these Articles.

ARTICLE 3: PRINCIPAL OFFICE

Section 3.1 Initial Street Address. The initial street address of the Corporation's principal office in California is:

816 Davis Place, Mount Shasta, California 96067

Section 3.2 Initial Mailing Address. The initial mailing address of the Corporation is the same as the street address set forth in Section 3.1.

ARTICLE 4: AGENT FOR SERVICE OF PROCESS

Section 4.1 Initial Agent. The name of the Corporation's initial agent for service of process in California is:

Christopher Carrington

Section 4.2 Agent's Address. The street address of the agent for service of process in California is:

816 Davis Place, Mount Shasta, California 96067

Note: The agent must be a California resident or a registered 1505 corporation. A post office box is not acceptable. The agent must sign an acknowledgment of acceptance of the appointment (Form SI-1505 or similar) separate from these Articles.

ARTICLE 5: DIRECTORS

Section 5.1 Number of Directors. The Corporation shall have no fewer than three (3) and no more than fifteen (15) directors. The exact number of directors shall be determined from time to time by resolution of the Board of Directors, subject to the approval of the sole member.

Section 5.2 Initial Directors. The names and addresses of the persons who are to serve as the initial directors of the Corporation are:

Name	Address
Christopher Carrington	816 Davis Place, Mount Shasta, California 96067
Megha Marhatta	816 Davis Place, Mount Shasta, California 96067
Cindi Joy Staller	816 Davis Place, Mount Shasta, California 96067

ARTICLE 6: MEMBERS

Section 6.1 Sole Member. The Shasta Trades Charitable Trust (the "Trust") shall be the sole member of the Corporation.

Section 6.2 No Other Members. The Corporation shall have no members other than the Trust. The Trust shall exercise all rights and powers of a member under California law.

ARTICLE 7: LIMITATION ON POLITICAL AND LEGISLATIVE ACTIVITY

Section 7.1 No Substantial Legislative Activity. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation.

Section 7.2 No Political Campaign Activity. This Corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

ARTICLE 8: NON-INVOLVEMENT AND ASSET DEDICATION

Section 8.1 Non-Involvement. No part of the net income or assets of this Corporation shall ever inure to the benefit of any director, officer, or member thereof, or to the benefit of any private person.

Section 8.2 Asset Dedication. The property of this Corporation is irrevocably dedicated to the charitable and educational purposes set forth in Article 2 of these Articles.

ARTICLE 9: DISSOLUTION

Section 9.1 Distribution Upon Dissolution. 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 one or more nonprofit organizations that are exempt from federal income tax under Section 501(c)(3) of the

Internal Revenue Code of 1986, as amended, and that have a charitable purpose substantially similar to the Corporation's mission. The Board of Directors shall select the recipient organization(s) in its sole discretion, provided that preference shall be given to organizations serving the Mount Shasta community or organizations focused on trades education and workforce development.[reference:13]

ARTICLE 10: DURATION

Section 10.1 Perpetual Duration. The duration of this Corporation is perpetual.

ARTICLE 11: LIMITATION OF DIRECTOR LIABILITY

Section 11.1 Limitation of Director Liability. To the fullest extent permitted by California Corporations Code Section 5047.5, the liability of the directors of the Corporation for monetary damages shall be eliminated or limited. This provision shall not eliminate or limit the liability of a director for any of the following:

- (a) A breach of the director's duty of loyalty to the Corporation or its members;
 - (b) Acts or omissions not in good faith or that involve intentional misconduct or a knowing violation of law;
 - (c) A violation of California Corporations Code Section 5231 (relating to unlawful distributions); or
 - (d) Any transaction from which the director derived an improper personal benefit.
- [reference:14]

ARTICLE 12: AMENDMENTS

Section 12.1 Amendment by Board. These Articles of Incorporation may be amended by the affirmative vote of a majority of the directors then in office, subject to the approval of the sole member.

Section 12.2 IRS Compliance. No amendment shall be effective if it would cause the Corporation to fail to qualify for tax-exempt status under Section 501(c)(3) of the Internal Revenue Code.

ARTICLE 13: INCORPORATOR AND INITIAL DIRECTORS

Section 13.1 Incorporator. The undersigned incorporator executes these Articles of Incorporation.

Section 13.2 Acknowledgment by Initial Directors. Each of the initial directors named in Article 5 of these Articles hereby acknowledges and consents to serve as an initial director of the Corporation.[reference:15]

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 3rd day of September, 2026.

- **Christopher Carrington**, Incorporator

ACKNOWLEDGMENT AND CONSENT OF INITIAL DIRECTORS

The undersigned, being the persons named as initial directors in Article 5 of these Articles of Incorporation, hereby acknowledge and consent to serve as initial directors of the Corporation.

- **Christopher Carrington**, Initial Director
- **Megha Marhatta**, Initial Director
- **Cindi Joy Staller**, Initial Director