

**JTF Articles of incorporation**

ARTICLES OF INCORPORATION  
OF  
JAPANTOWN TASK FORCE, INC.

**ARTICLE I**

- A. The name of this corporation (hereafter referred to as the "Corporation") is Japantown Task Force, Inc.
- B. The existence of the Corporation is perpetual.
- C. The principal place of business of the Corporation shall be maintained within the State of California.

**ARTICLE II**

- A. The 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. The specific purposes of the Corporation are to preserve and develop the City and County of San Francisco's historic Japantown as a culturally and commercially enriched neighborhood and district, and as a local, national and international resource; to strengthen the ethnic diversity of the City and County of San Francisco by bringing together the history and culture of the Nikkei community at and within Japantown for all persons to enjoy and share; and to create an atmosphere of safety, beauty, vitality and prosperity for the present and future residents, organizations, institutions and businesses residing or located in Japantown, with such purposes to be accomplished on a strictly nonprofit and charitable basis.
- C. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on by (1) a corporation exempt from Federal income taxation under Section 501 (c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law, or (2) a corporation, contributions to which are deductible under Section 170 (c)(2) of the Internal Revenue Code of 1986, as amended, or the corresponding section of any future United States internal revenue law.

**ARTICLE III**

In addition to all other powers conferred by law, the Corporation is empowered to buy, own, sell, assign, mortgage or lease any interest in real estate and personal property; to enter into contracts and agreements in furtherance of the Corporation's business objects; and to borrow money and issue evidences of indebtedness and to secure same by mortgage, pledge, guaranty or other lien on any of the Corporations' property.

**ARTICLE IV**

- A. The Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.
- B. No substantial part of the activities of the Corporation shall consist of carrying on

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propaganda, or otherwise attempting to influence legislation, and the 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.

- C. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.
- D. Upon the dissolution or winding up of the Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the 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 of 1986, as amended, or the corresponding section of any future United States internal revenue law. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes, or to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

### **ARTICLE V**

The name and address in the State of California of the Corporation's initial agent for service of process is Gary Hoshiyama. c/o Michaud and Hoshiyama, a law corporation, located at 414 Jackson Street, Suite 202, San Francisco, CA 94111.

### **ARTICLE VI**

- A. The number of directors of the Corporation shall be not less than seven (7) nor more than twenty-one (21). The exact number of directors shall be as set forth in the Corporation's bylaws.
- B. The directors shall be elected and their terms in office shall be as provided in the Corporation's bylaws.
- C. Directors shall serve without compensation; however, out-of-pocket expenses related to the activities of the board of directors or the Corporation are subject to reimbursement upon request and approval by the board of directors.
- D. The officers of the Corporation, as provided in the Corporation's bylaws, shall be elected or appointed by the board of directors in the manner as set out in the bylaws, and such officers shall serve for terms of one year or until their successors are elected and have qualified. The secretary and treasurer elected by the board of directors may be one and the same person.
- E. The Corporation shall not have any members.

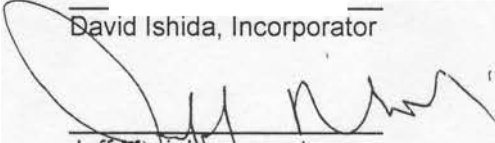
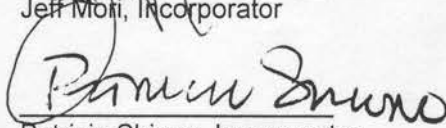
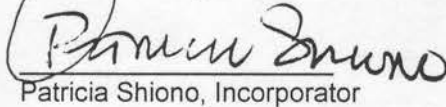
### **ARTICLE VII**

- A. The bylaws of the Corporation may be adopted by the directors at any regular meeting or any special meeting called for that purpose.

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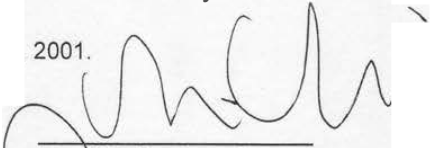
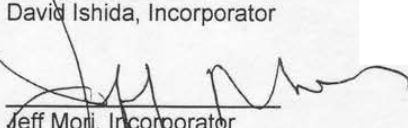
B. These articles may be amended only with the affirmative vote of not less than 2/3rds of the total voting power of the board of directors.

Signed on this 8<sup>th</sup> day of June 2001

David Ishida, Incorporator  
  
Jeff Mori, Incorporator  
  
Patricia Shiono, Incorporator  


We declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Dated this 8<sup>th</sup> day of June 2001

2001.  
  
David Ishida, Incorporator  
  
Jeff Mori, Incorporator  
