



Tuesday, March 31, 2026

Articles of Incorporation of Cordova Courier

A Nonprofit Public Benefit Corporation – Shareholder-Free
IBR - Incorporated By Reference - back dated to 04/16/2022

The undersigned, acting as incorporator of a nonprofit public benefit corporation under the laws of the State of California, adopts the following Articles of Incorporation.

ARTICLE I – NAME

The name of this corporation is Cordova Courier (the “Corporation”).

ARTICLE II – PURPOSE AND LIMITATIONS

2.1 – Charitable Purpose

This Corporation is organized and operated exclusively for charitable, educational, and social welfare purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and Section 23701d of the California Revenue and Taxation Code. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, any director, officer, member, or other private person.

2.2 – Specific Mission

The specific mission of the Corporation is to operate a global purpose-driven enterprise that:

- (a) Builds wealth and opportunity for its workers;
- (b) Strengthens the communities in which it operates;
- (c) Serves as a replicable model for ethical, community-centered business; and
- (d) Reinvests all surplus revenue in its mission rather than distributing it to private persons.

2.3 – Operational Limitations

No substantial part of the activities of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, except as permitted by Section 501(h) of the Internal Revenue Code. The Corporation shall not participate in, or intervene in, any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE III – DEDICATION OF ASSETS

3.1 – Irrevocable Dedication

The assets of this Corporation are irrevocably dedicated to charitable purposes as defined in California Revenue and Taxation Code Section 23701d (Stats. 1949, Ch. 557) and Internal Revenue Code Section 501(c)(3) (Revenue Act of 1938, 52 Stat. 447, as amended).

3.2 – Dissolution Clause

Upon the dissolution or winding up of the Corporation, its assets remaining after payment of, or provision for, all debts and liabilities of the Corporation shall be distributed to one or more nonprofit funds, foundations, or corporations that are organized and operated exclusively for charitable purposes and that have established tax-exempt status under Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code



Section 23701d. Any such distribution shall be made in accordance with the requirements of the California Nonprofit Public Benefit Corporation Law.

ARTICLE IV – NO STOCK, NO SHAREHOLDERS

4.1 – Nonstock Corporation

The Corporation is organized as a nonstock corporation under the California Nonprofit Public Benefit Corporation Law (California Corporations Code Division 2, Part 2, commencing with Section 5110). The Corporation shall have no authority to issue shares of stock, and no person shall have any ownership interest in the Corporation.

4.2 – Members

The Corporation may have members as provided in its Bylaws. Membership shall not constitute ownership and shall not entitle any member to receive distributions, dividends, or any portion of the Corporation's assets.

ARTICLE V – INCORPORATION BY REFERENCE (IBR)

The following statutes, code sections, and standards are incorporated by reference into these Articles and shall govern the Corporation to the fullest extent permitted by law. Each reference identifies the specific code section, title, and enactment date to satisfy the requirement that the referenced content be stable and not subject to change without notice.

5.1 – California Nonprofit Public Benefit Corporation Law

California Corporations Code Division 2, Part 2 (commencing with Section 5110), as enacted by Stats. 1978, Ch. 567, effective January 1, 1979, and amended thereafter by the California Legislature.

Effect: This incorporation establishes the statutory framework for nonprofit public benefit corporations, including governance, director duties, and dissolution requirements.

5.2 – Federal Tax-Exempt Status (IRC § 501(c)(3))

Internal Revenue Code Section 501(c)(3), as enacted by the Revenue Act of 1938 (52 Stat. 447) and subsequently amended.

Effect: This incorporation sets forth the federal requirements for charitable tax exemption and the prohibition on private inurement.

5.3 – California Tax-Exempt Status (Rev. & Tax Code § 23701d)

California Revenue and Taxation Code Section 23701d, as enacted by Stats. 1949, Ch. 557, and subsequently amended.

Effect: This incorporation establishes the state law basis for exemption from California corporation franchise and income taxes.

5.4 – Prohibition on Private Inurement (IRC § 4958)

Internal Revenue Code Section 4958, as enacted by the Taxpayer Bill of Rights 2 (Pub. L. 104-168, July 30, 1996), and the regulations thereunder at 26 C.F.R. § 53.4958-1.



Effect: This incorporation imposes rules regarding excess benefit transactions with disqualified persons, reinforcing the prohibition on private benefit.

5.5 – Mandatory Dissolution Distribution

California Corporations Code Section 5130 (as enacted by Stats. 1978, Ch. 567) and Section 5131 (as enacted by Stats. 1978, Ch. 567), requiring that on dissolution the assets be distributed to one or more nonprofit organizations with similar charitable purposes.

Effect: This incorporation reinforces the irrevocable dedication of assets.

ARTICLE VI – DIRECTORS AND GOVERNANCE

6.1 – Board of Directors

The Corporation shall have a Board of Directors consisting of not fewer than three (3) and not more than fifteen (15) directors. The exact number shall be fixed by the Bylaws or by resolution of the Board.

6.2 – No Shareholder Control

Because the Corporation has no shareholders, the Board of Directors shall be self-perpetuating, with directors elected by the Board itself or by members as provided in the Bylaws. No outside person or entity shall have the right to control the composition of the Board except as provided by law.

ARTICLE VII – LIMITATION ON AMENDMENTS

The provisions of Article II (Purpose and Limitations), Article III (Dedication of Assets), Article IV (No Stock, No Shareholders), Article V (Incorporation by Reference), and this Article VII may not be amended or repealed except by the affirmative vote of at least two-thirds (2/3) of the directors then in office, and any such amendment must be consistent with the Corporation’s continued qualification as an organization described in Internal Revenue Code Section 501(c)(3) and California Revenue and Taxation Code Section 23701d.

ARTICLE VIII – INCORPORATOR

The name and address of the incorporator signing these Articles is:

Name: Vincent Dean Corodva, Jr.
Address: 1101 E North St Manteca, CA 95336

EXECUTION

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation on this 31st day of March 2026.



Summary of Incorporated Statutes

Jurisdiction	Code Section	Enactment / Reference Date	Purpose
California	Corp. Code § 5110 et seq.	Stats. 1978, Ch. 567 (Jan. 1, 1979)	Nonprofit Public Benefit Corp Law
California	Rev. & Tax Code § 23701d	Stats. 1949, Ch. 557	State tax exemption
California	Corp. Code § 5130, 5131	Stats. 1978, Ch. 567	Dissolution asset distribution
Federal	IRC § 501(c)(3)	Revenue Act of 1938 (52 Stat. 447)	Charitable tax exemption
Federal	IRC § 4958	Taxpayer Bill of Rights 2 (Pub. L. 104-168, July 30, 1996)	Prohibition on private inurement / excess benefit

Vincent D. Cordova, Jr.

CC:

Sincerely,

Vincent D. Cordova Jr.,
Founder

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