

CT0191559 (12)
The Law Office of Marshall E. Ochylski

Post Office Box 14327
The Parsonage at Old Church Place
876 Pacific Street, Suite 210
San Luis Obispo, California 93406

Telephone: (805) 544-4546
Facsimile: (805) 544-4594
E-mail: mochylski@slollegal.com

January 18, 2013

Office of the Attorney General
Registrar of Charitable Trusts
Post Office Box 903447
Sacramento, CA 94203-4470

RECEIVED
Attorney General's Office

JAN 25 2013
Registry of
Charitable Trusts

**Subject: Dissolution of Domestic Nonprofit Corporation
ReCreate Los Osos, Inc.**

In accordance with the enclosed document, I need a letter from the Attorney General confirming the corporation has no assets before we can file documents to dissolve the above-referenced corporation.

The corporation was formed but was essentially inactive during its entire existence.

Please let us know if you have any questions, or require additional information.

We appreciate your timely response.

Sincerely,



Marshall E. Ochylski,
Principal Attorney

The Law Office of Marshall E. Ochylski

Post Office Box 14327
The Parsonage at Old Church Place
876 Pacific Street, Suite 210
San Luis Obispo, California 93406

*Telephone: (805) 544-4546
Facsimile: (805) 544-4594
E-mail: mochyalski@slolegal.com*

April 11, 2013

Office of the Attorney General
Registrar of Charitable Trusts
Post Office Box 903447
Sacramento, CA 94203-4470

**Subject: Dissolution of Domestic Nonprofit Corporation
ReCreate Los Osos, Inc.**

In accordance with the enclosed document, we are providing the enclosed information. The corporation apologizes for not meeting the 30-day deadline but it was difficult to contact the appropriate party to get the required financial information within that timeframe.

Regarding the request for a copy of the filed Certificate of Election to Wind Up and Dissolve, I cannot provide that document since the Secretary of State's office will not file that document until I get clearance from your office.

As the enclosed confirms, the corporation was formed but was essentially inactive during its entire existence.

Please let us know if you have any questions, or require additional information.

We appreciate your timely response.

Sincerely,



Marshall E. Ochylski,
Principal Attorney

RECEIVED
Attorney General's Office

APR 17 2013

Registry of
Charitable Trusts

The Law Office of Marshall E. Ochylski

Post Office Box 14327
The Parsonage at Old Church Place
876 Pacific Street, Suite 210
San Luis Obispo, California 93406

Telephone: (805) 544-4546
Facsimile: (805) 544-4594
E-mail: mochylski@slollegal.com

January 18, 2013

Office of the Attorney General
Registrar of Charitable Trusts
Post Office Box 903447
Sacramento, CA 94203-4470

**Subject: Dissolution of Domestic Nonprofit Corporation
ReCreate Los Osos, Inc.**

In accordance with the enclosed document, I need a letter from the Attorney General confirming the corporation has no assets before we can file documents to dissolve the above-referenced corporation.

The corporation was formed but was essentially inactive during its entire existence.

Please let us know if you have any questions, or require additional information.

We appreciate your timely response.

Sincerely,

A handwritten signature in black ink, appearing to be 'Mi' or a stylized version of the name.

Marshall E. Ochylski,
Principal Attorney



State of California

Secretary of State

ELEC NP

Domestic Nonprofit Corporation Certificate of Election to Wind Up and Dissolve

NOTE: To complete the dissolution process, the corporation must also file a Certificate of Dissolution (Form DISS NP).

There is no fee for filing a Certificate of Election To Wind Up and Dissolve.
Important – Read instructions before completing this form.

This Space For Filing Use Only

1. **Corporate Name** – Enter the name of the domestic nonprofit corporation exactly as it is of record with the California Secretary of State.

ReCreate Los Osos, Inc.

2. **Required Statement** – The following statement is required by statute and should not be altered.

The corporation has elected to wind up and dissolve.

3. **Election** – Check the applicable statement. Note: Only one box may be checked.

☐ The election was made by the vote of _____ members of the corporation, constituting a majority of all the members.
(number of members)

☐ The election was made by the board of directors together with the vote of a majority of the members voting on the election to dissolve and in accordance with California Corporations Code section 5034 or 12224.

☒ The corporation has no members; the election was made by the board of directors of the corporation.

4. **Signatory Authority** – Check the applicable statement. Note: Only one box may be checked.

☐ The undersigned constitutes the sole director or a majority of the directors now in office of the above-named corporation.

☒ The undersigned constitute the chair of the board, president or vice president and the secretary, chief financial officer, treasurer, assistant secretary or assistant treasurer of the above-named corporation.

☐ The undersigned constitute(s) the member(s) authorized to execute this certificate by approval of a majority of all members.

5. **Verification and Execution** – If additional signature space is necessary, the dated signature(s) with verification(s) may be made on an attachment to this certificate. Any attachments to this certificate are incorporated herein by this reference.

I 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 my own knowledge.

RECEIVED
Attorney General's Office

December 1, 2012
Date

APR 17 2013

Signature of Director, Officer or Member

Registry of
Charitable Trusts

Lou Tornatzky
Type or Print Name of Director, Officer or Member

Signature of Director, Officer or Member

Type or Print Name of Director, Officer or Member

Signature of Director or Member

Type or Print Name of Director or Member

ARTICLES OF INCORPORATION OF

RECREATE LOS OSOS, INC.

A California Nonprofit Public Benefit Corporation

Article I

The name of this corporation is RECREATE LOS OSOS, INC. ("Corporation").

Article II

- A. 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 purposes. The specific purpose of this Corporation is to foster community cohesion, cooperation, recreation, dialogue, and enjoyment.
- B. This Corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

Article III

The name and address in the State of California of this Corporation's initial agent for service of process is:

Marshall E. Ochylski
The Ochylski Law Group
1026 Palm Street, Suite 210
San Luis Obispo, CA 93401

Article IV

This Corporation shall have no members.

Article V

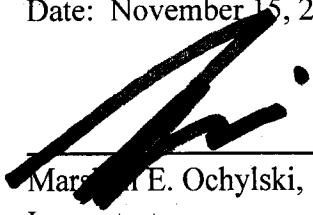
- A. No substantial part of the activities of this Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of, or in opposition to, any candidate for public office.

- B. Notwithstanding any other provision of these articles of incorporation, this Corporation shall not carry on any activities not permitted to be carried on (i) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code or (ii) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.
- C. Notwithstanding any other provision of these articles of incorporation or other governing instrument of this Corporation, during such period or periods, of time, if any, as this Corporation is treated as a "private foundation" pursuant to Section 509 of the Code: (i) the Corporation's income must be distributed at such time and in such manner so as not to subject this Corporation to tax under Section 4942 of the Code and (ii) this Corporation is prohibited from (a) engaging in any act of self-dealing (as defined in Section 4941(d) of the Code); (b) retaining any excess business holdings (as defined in Section 4943(c) of the Code) which would subject this Corporation to tax under Section 4943 of the Code; (c) making any investments in such manner so as to subject this Corporation to tax under Section 4944 of the Code; and (d) making any taxable expenditures (as defined in Section 4945(d) of the Code).

Article VI

- A. The property of this Corporation is irrevocably dedicated to charitable purposes. No part of the net income or assets of this Corporation shall ever inure to the benefit of any of its directors or officers, or to the benefit of any private person, except that this Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.
- B. Upon the dissolution or winding up of this Corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this 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 Code.

Date: November 15, 2010



Mark E. Ochylski,
Incorporator

4:10 PM
03/13/13
Accrual Basis

Recreate Los Osos, Inc.
Balance Sheet
As of December 31, 2012

	<u>Dec 31, 12</u>
ASSETS	
Current Assets	
Checking/Savings	
Rabobank	10.00
Total Checking/Savings	<u>10.00</u>
Total Current Assets	<u>10.00</u>
TOTAL ASSETS	<u><u>10.00</u></u>
LIABILITIES & EQUITY	
Equity	
Retained Earnings	190.00
Net Income	-180.00
Total Equity	<u>10.00</u>
TOTAL LIABILITIES & EQUITY	<u><u>10.00</u></u>

4:11 PM
03/13/13
Accrual Basis

Recreate Los Osos, Inc.
Profit & Loss
January through December 2012

	<u>Jan - Dec 12</u>
Ordinary Income/Expense	
Expense	
Bank Charges	120.00
Filing Fees	60.00
Total Expense	<u>180.00</u>
Net Ordinary Income	<u>-180.00</u>
Net Income	<u><u>-180.00</u></u>

4:09 PM
03/13/13
Accrual Basis

Recreate Los Osos, Inc.
Balance Sheet
As of December 31, 2011

	<u>Dec 31, 11</u>
ASSETS	
Current Assets	
Checking/Savings	
Rabobank	190.00
Total Checking/Savings	<u>190.00</u>
Total Current Assets	<u>190.00</u>
TOTAL ASSETS	<u>190.00</u>
LIABILITIES & EQUITY	
Equity	
Net Income	190.00
Total Equity	<u>190.00</u>
TOTAL LIABILITIES & EQUITY	<u>190.00</u>

4:11 PM
03/13/13
Accrual Basis

Recreate Los Osos, Inc.
Profit & Loss
January through December 2011

	<u>Jan - Dec 11</u>
Ordinary Income/Expense	
Income	
Donations	600.00
Total Income	<u>600.00</u>
Expense	
Bank Charges	10.00
Filing Fees	400.00
Total Expense	<u>410.00</u>
Net Ordinary Income	<u>190.00</u>
Net Income	<u><u>190.00</u></u>

4:09 PM

03/13/13

Accrual Basis

Recreate Los Osos, Inc.

Balance Sheet

As of December 31, 2010

	<u>Dec 31, 10</u>
ASSETS	0.00
LIABILITIES & EQUITY	0.00

4:10 PM
03/13/13
Accrual Basis

Recreate Los Osos, Inc.
Profit & Loss
January through December 2010

	<u>Jan - Dec 10</u>
Net Income	<u>0.00</u>