ARTICLES OF INCORPORATION

OF VALLIANT FOUNDATION

ARTICLE I: NAME

The name of this corporation is Valliant Foundation.

ARTICLE II: CORPORATE PURPOSE

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 purposes of this corporation are to provide holistic support and resources to individuals experiencing homelessness, including but not limited to, the distribution of supplies such as socks and prepackaged foods, and connecting them with preexisting social services.

Delivering holistic support to San Francisco's unhoused residents by meeting immediate needs and connecting them with resources that foster long-term stability. Through dedicated research, we also develop innovative solutions to create lasting, sustainable impact.

ARTICLE III: NONPROFIT NATURE

This corporation is organized exclusively for charitable purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the “Code”).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be 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 I hereof.

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

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Code.

ARTICLE IV: DEDICATION OF ASSETS

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this organization shall ever inure to the benefit of any director, officer, or member thereof or to the benefit of any private person, except in accordance with Article III.

Upon the dissolution or winding up of the 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.

ARTICLE V: PRINCIPAL OFFICE

There shall be no principal office of the Valliant Foundation unless designated by the Board of Directors

ARTICLE VI: AGENT FOR SERVICE OF PROCESS

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

Sarah Valliant
1220 Sherwood Ave,
Santa Clara, CA 95050

ARTICLE VII: MEMBERS

Valliant Foundation shall have five types of members; Board of Directors, Executive Officers, Supervisors, and Volunteers/Support Staff. The affairs of the corporation shall be managed by a Board of Directors. The number of directors and their method of selection or appointment shall be as provided in the bylaws of the corporation.

DIRECTORS SHALL INCLUDE;

Sarah Valliant, President

Zackary Samples, Vice President

Brenda Derin, Secretary

Linda Helin, Treasurer

Michael Petrides, General Board Member

Carole Kulik, General Board Member

Katie Reyes, General Board Member

ARTICLE VIII: AMENDMENTS

Amendments to these Articles of Incorporation may be adopted by the approval of a majority vote of the Board of Directors.

BYLAWS OF VALLIANT FOUNDATION

ARTICLE I: NAME AND PURPOSE

Section 1. Name

The name of the organization is “Valliant Foundation”.

Section 2. Purpose

Valliant Foundation is organized exclusively for charitable, educational, and scientific purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. The core mission of the Foundation is to provide holistic support and resources to individuals experiencing homelessness in San Francisco, including but not limited to, food, clothing, hygiene supplies,and connection to social services already in place such as mental health services, substance abuse resources, housing assistance, and employment support.

ARTICLE II: OFFICES

Section 1. Principal Office

There will be no such Principal Office for Valliant Foundation

ARTICLE III: MEMBERSHIP

Section 1. Members

Valliant Foundation shall have five kinds of members; Directors (also known as “board members”, Officers (Also known as Chiefs), Supervisors, and Interns.

ARTICLE IV: BOARD OF DIRECTORS

Section 1. General Powers

Valliant Foundation shall have four types of members; Board of Directors, Executive Officers, Supervisors, and Volunteers/Support Staff. The affairs of the corporation shall be managed by a Board of Directors. The number of directors and their method of selection or appointment shall be as provided in the bylaws of the corporation.

Section 2. Number

The number of Directors shall be no fewer than three (3) and no more than eleven (11).

Section 3. Meetings

The Board of Directors shall meet quarterly. Special meetings may be called by any member of the Board of Directors.

Section 4. Quorum

A majority of the Directors shall constitute a quorum for the transaction of business.

Section 5. Voting

Each Director shall have one vote. A majority vote of the Directors shall be the act of the Board.

Section 6. Vacancies

Any vacancy on the Board may be filled by a majority vote of the remaining Directors.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Directors

The Board of Directors of the Foundation shall consist of a President, a Vice President, a Secretary, a treasurer, and an Ethics Chairperson. The Board may elect or appoint officers as needed.

Section 2. President

- The President shall be responsible for the overall management of the organization.
- The President shall run the board meetings, ensuring that they cover necessary material which is relevant to the organization's mission and success.
- The president shall establish an agenda for the board meetings.
- They shall also be responsible for outlining the overarching mission for the foundation, which includes setting strategic goals that align with the long-term vision, establishing key partnerships and collaborations to further the foundation's reach, securing sustainable funding through effective fundraising initiatives, ensuring legal and ethical compliance in all activities, promoting a healthy and mission-driven organizational culture, managing resources effectively, and continuously assessing program impact to adapt and maximize positive outcomes for the communities served.
- The President shall act as a liaison between the board of directors and officers such as the CEO.
- President shall be able to call for special meetings

Section 3. Vice President

The Vice President shall assist the President and assume their duties in the event of the President's absence, incapacity, or resignation. The Vice President holds distinct responsibilities that complement but do not overlap with those of the President. The Vice President is primarily responsible for

advising on the strategic direction of the organization,

- ensuring the foundation's mission aligns with long-term goals,
- contributing to key decisions regarding policies and governance.
- participating in board meetings and offers critical oversight to ensure compliance with fiduciary responsibilities
- counsel on organizational strategy
- fostering relationships with key stakeholders
- assisting in the development of long-term fundraising and partnership initiatives.
- The Vice President has the authority to call for board meetings when necessary, ensuring that urgent matters requiring the attention of the board are addressed in a timely manner and in accordance with the organization's bylaws and governance protocols.
- In the absence or at the request of the President, the Vice President may be called upon to represent the foundation at public or private events, maintaining the organization's public image and helping guide high-level strategic discussions.

Section 4. Treasurer

The Treasurer is responsible for the financial management of the Foundation, including budgeting, filing tax documents, managing banking, tracking financial transactions, and leading the financial team. The Treasurer shall present regular financial reports to the Board.

- Maintains accurate and complete financial records, ensuring compliance with relevant regulations and standards.
- Prepares and presents the organization's financial reports, including balance sheets and income statements, to the board and external stakeholders.
- Oversees the development of the annual budget while working closely with the CFO and monitors adherence to it throughout the year.
- Ensures timely and accurate filing of all required tax documents, financial audits, and any other legal financial obligations.
- Has the authority to call for financial meetings with the board to address pressing fiscal concerns or to ensure strategic financial planning aligns with the foundation's mission and goals.

Section 5. Secretary

- The Secretary shall keep the minutes of the meetings,
- maintain the corporate records
- handle correspondence on behalf of the Foundation

- Communicate the schedule for quarterly board meetings
- Counts votes and ensures their anonymity during board meetings

Section 5. Ethics Chairman

- The Ethics Chairman has the authority to call for board meetings when necessary, ensuring that urgent ethical matters requiring the attention of the board are addressed in a timely manner and in accordance with the organization's bylaws and governance protocols.
- Developing and overseeing the ethics & compliance policies for the foundation, ensuring they aline with legal standards and best practices
- **Resolving ethical matters & disputes within the organization:** Investigating Complaints: When allegations of unethical behavior or violations of the code of conduct arise, the Ethics Chair is responsible for leading or overseeing investigations. This includes ensuring a fair process for reviewing complaints and making recommendations for disciplinary action if needed

ARTICLE VI: COMMITTEES

Section 1. Ethics Committee

- An Ethics Committee shall be established to review and address any ethical concerns within the organization.
- The Ethics Committee shall have the authority to investigate ethical issues, enforce corrective measures, and ensure compliance with the foundation's code of ethics. It shall be composed of members appointed by the board and report its findings directly to the Board of Directors.
- The Ethics Committee shall also have the power to enforce policy changes, provide guidance on ethical standards, and convene as necessary to address time-sensitive ethical concerns or disputes.
- The powers of the ethics committee shall be outlined in the *Ethics Committee Handbook*

Section 2. Other Committees

The Board of Directors may establish other committees as necessary to carry out the functions of the Foundation.

ARTICLE VII: FINANCIAL MATTERS

Section 1. Fiscal Year

The fiscal year of the Foundation shall begin on the first day of January and end on the last day of December each year.

Section 2. Financial Records

The Foundation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors.

Section 3. Audit

The Ethics Committee shall audit the financial records of the Foundation annually.

ARTICLE VIII: AMENDMENTS

Section 1. Amendments

These Bylaws may be amended by a two-thirds (2/3) majority vote of the Board of Directors at any regular or special meeting.

ARTICLE IX: DISSOLUTION

Section 1. Dissolution

Upon the dissolution of the Foundation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the Foundation, distribute all remaining assets to another nonprofit organization that qualifies under Section 501(c)(3) of the Internal Revenue Code.