

For Office Use Only

**-FILED-**

File No.: 5181903  
Date Filed: 7/26/2022



**ARTICLES OF INCORPORATION  
OF  
HYDROGEN FUEL CELL PARTNERSHIP  
a California Nonprofit Public Benefit Corporation**

**Article I**

The name of this corporation is Hydrogen Fuel Cell Partnership (the "*Corporation*").

**Article II**

The initial street address of the Corporation, which is the same as the initial mailing address of the Corporation, is 3300 Industrial Road, Suite 1000, West Sacramento, CA 95691.

**Article III**

The name of the Corporation's initial agent for service of process is the following California Registered Corporate Agent:

Cogency Global Inc.

**Article IV**

- 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 California Nonprofit Public Benefit Corporation Law for public purposes.
- B. The specific purpose of the Corporation is to include, without limitation, educating the public about the benefits of electrification of transportation-related to hydrogen and fuel cell technology and the accelerated development of such technologies as a solution to current energy, economic, and environmental challenges.

**Article V**

- A. The Corporation is organized and operated exclusively for the purposes set forth in Article IV hereof within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "*Code*"), or the corresponding provision of any future United States tax code.
- B. No substantial part of the activities of the Corporation shall consist of the carrying on 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. Notwithstanding any other provision of these articles of incorporation, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the purposes of this Corporation, and this Corporation shall not

carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provisions of any future United States tax code, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States tax code.

#### Article VI

- A. The property of this Corporation is irrevocably dedicated to the purposes in Article IV hereof. 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, 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 IV hereof.
- B. Upon the dissolution or winding up of the Corporation, all properties and assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

Date: July 25, 2022



\_\_\_\_\_  
Joseph Cappello, Incorporator