

Filing Fee: \$50.00



STATE OF RHODE ISLAND AND PROVIDENCE PLANTATIONS

Office of the Secretary of State
Division of Business Services
148 W. River Street
Providence, Rhode Island 02904-2615

NON-PROFIT CORPORATION

STATE OF RHODE ISLAND
SECRETARY OF STATE
CORPORATIONS DIV
MAY 19 PM 2:17

APPLICATION FOR CERTIFICATE OF AUTHORITY

Pursuant to the provisions of Section 7-6-74 of the General Laws of Rhode Island, 1956, as amended, the undersigned foreign non-profit corporation hereby applies for a Certificate of Authority to conduct affairs in the State of Rhode Island, and for that purpose submits the following statement:

1. The name of the corporation is The Safeway Foundation
2. It is incorporated under the laws of California
3. The date of its incorporation is June 5, 2001
4. The address of its principal office is 5918 Stoneridge Mall Road
5. The address of its proposed registered office in Rhode Island is 450 Veterans Memorial Parkway, Suite 7A
(Street Address, not P.O. Box)
East Providence RI 02914 and the name of its proposed registered agent in Rhode Island at
(City/Town) (Zip Code)
that address is C T Corporation System
(Name of Agent)
6. The specific purpose or purposes which it proposes to pursue in conducting its affairs in Rhode Island are:
Award grants based on the preferences of our foundation

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7. The names and respective addresses of its directors and officers are:

	<u>Name</u>	<u>Address</u>
Director	As attached	
Director		
Director		
President		
Vice President		
Treasurer		
Secretary		

8. This application is accompanied by certified copies of its articles of incorporation and all amendments thereto, duly authenticated by the secretary of state or other authorized officer of the jurisdiction of its incorporation.

Under penalty of perjury, I declare and affirm that we have examined this Application for Certificate of Authority, including any accompanying attachments, and that all statements contained herein are true and correct.

Date: 05/08/2015

The Safeway Foundation

Print Exact Name of Corporation Making Application

Jonathan Mayo
Signature of ☒ President or ☐ Vice President (check one)

Johna Gault
Signature of ☒ Secretary or ☐ Assistant Secretary (check one)

DIRECTORS

Bob Bradford
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Christy Duncan Anderson
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Brian G. Dowling
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Kelly P. Griffith
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Jonathan O. Mayes
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Andrew J. Scoggin
250 Parkcenter Blvd, Bosie, ID 83706

OFFICERS

Jonathan O. Mayes - Interim Chairperson and Interim President
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Christy Duncan Anderson - Executive Director
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Brian G. Dowling - Senior Vice President
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Dennis J. Dunne - Chief Financial Officer
5918 Stoneridge Mall Road, Pleasanton, CA 94568

Carlos Illingworth - Vice President
1421 Manhattan Ave, Fullerton, CA 92831

Nancy Keane - Vice President
20227 N. 27th Ave. MS-14022
Phoenix, AZ. 85027

Sara Osborne - Vice President
1121 – 124th Avenue NE
Bellevue, WA 98005

Kris Staaf - Vice President
6900 S. Yosemite St
Centennial, CO 80112

Keith Turner - Vice President
6000 Stoneridge Mall Road
Pleasanton, CA 94588

Connie Yates -Vice President
7580 Oak Grove Rd
Fort Worth, TX 76140

Robert A. Gordon – Secretary
5918 Stoneridge Mall Road
Pleasanton, CA 94588

State of California
Secretary of State

CERTIFICATE OF STATUS

ENTITY NAME:

THE SAFEWAY FOUNDATION

FILE NUMBER: C2346325
FORMATION DATE: 06/05/2001
TYPE: DOMESTIC NONPROFIT CORPORATION
JURISDICTION: CALIFORNIA
STATUS: ACTIVE (GOOD STANDING)

I, ALEX PADILLA, Secretary of State of the State of California,
hereby certify:

The records of this office indicate the entity is authorized to
exercise all of its powers, rights and privileges in the State of
California.

No information is available from this office regarding the financial
condition, business activities or practices of the entity.



IN WITNESS WHEREOF, I execute this certificate
and affix the Great Seal of the State of
California this day of May 12, 2015.

ALEX PADILLA
Secretary of State

A0719962

2346325

RESTATED ARTICLES OF INCORPORATION

FILED *W/14*

In the office of the Secretary of State
of the State of California

SEP 20 2011

The undersigned certify that:

1. They are the President and Secretary, respectively, of The Safeway Foundation.
2. The Articles of Incorporation of this corporation are amended and restated to read as presented on Exhibit A, attached, and are incorporated by reference as if fully set forth herein.
3. The restated articles have been duly approved by the board of directors.
4. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the required vote of the members.

We further 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 our own knowledge.

Dated as of September 19, 2011



Name: Larree M. Renda
Title: The Safeway Foundation President



Name: Robert A. Gordon
Title: The Safeway Foundation Secretary

EXHIBIT A
AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF
THE SAFEWAY FOUNDATION

The undersigned, for the purpose of organizing a corporation under the California Nonprofit Public Benefit Corporation Law, does hereby certify:

ARTICLE I

The name of the corporation is The Safeway Foundation (hereinafter referred to as the "Corporation").

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 Corporation is organized and operated exclusively for charitable, educational, scientific, literary, and religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code") or the corresponding section of any future federal tax code. The Corporation shall be authorized to do any and all things necessary and proper to accomplish its objectives and purposes.

ARTICLE III

Safeway Inc. shall be the sole member of the Corporation.

ARTICLE IV

A. No part of the net earnings of the Corporation shall inure to the benefit of any member, trustee, director or officer of the Corporation or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member, trustee, director or officer of the Corporation or any private individual shall be entitled to share in the distribution of any of the corporate assets on dissolution of the Corporation.

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

C. Notwithstanding any other provision of these articles, the Corporation is organized exclusively for charitable, educational, scientific, literary, and religious purposes, as specified in Section 501(c)(3) of the Code. The 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 Sections 170(c)(2), 2055(a)(2), and 2522(a)(2) of the Code.

D. In the event of the liquidation, dissolution, or winding up of the Corporation, whether voluntary or involuntary or by operation of law, all of the remaining assets and property of the Corporation shall, after necessary expenses thereof, be distributed to one or more organizations which are then qualified under Section 501(c)(3) of the Code.

E. In any taxable year in which the Corporation is a private foundation under the Code it: (i) shall distribute its income for each taxable year at such time and manner as not to become subject to tax on undistributed income under Section 4942 of the Code; (ii) shall not engage in any act of self-dealing as defined in Section 4941 of the Code; (iii) shall not retain any excess business holdings as defined in Section 4943 of the Code; (iv) shall not make any investments in such manner as to subject the Corporation to tax under Section 4944 of the Code; and (v) shall not make any taxable expenditures as defined in Section 4945 of the Code.

ARTICLE V

Reference herein to Sections of the Code shall include corresponding provisions of any future United States Internal Revenue Law.



I hereby certify that the foregoing
transcript of 2 page(s)
is a full, true and correct copy of the
original record in the custody of the
California Secretary of State's office.

MAY 14 2015

Date: _____

Handwritten signature of Alex Padilla in black ink.

ALEX PADILLA, Secretary of State



State of Rhode Island and Providence Plantations
Department of State | Office of the Secretary of State
Nellie M. Gorbea, *Secretary of State*

I, NELLIE M. GORBEA, Secretary of State of the State of Rhode Island
and Providence Plantations, hereby certify that this document, duly executed in
accordance with the provisions of Title 7 of the General Laws of Rhode Island, as
amended, has been filed in this office on this day:

Nellie M. Gorbea
Secretary of State

