

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
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

2:17 pm

FILED

MAY 19 2015

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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 Meyer  
Signature of  President or  Vice President (check one)

Johna G... ..  
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, Boise, 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 – 124<sup>th</sup> 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/114*  
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: \_\_\_\_\_ *ds*

*Alex Padilla*

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:

A handwritten signature in blue ink, appearing to read "Nellie M. Gorbea". The signature is fluid and cursive, written in a professional style.

Nellie M. Gorbea  
*Secretary of State*

