

ARTICLES OF INCORPORATION
FOR THE
CENTRAL COMMERCIAL DISTRICT REVITALIZATION CORPORATION

ONE: The name of this corporation is Central Commercial District Revitalization Corporation.

TWO: 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 public benefit and charitable purposes. The specific purposes for which this corporation is organized are as follows:

- (a) To bring about the revitalization of Sherman Heights and Logan Heights and their related commercial corridors in the City of San Diego and their surrounds (the “**Central Commercial District**”).
- (b) To bring about the investment of private and public capital within the **Central Commercial District** and its surrounds for public benefit and charitable purposes.
- (c) To bring about the increased provision of quality public improvements and educational, cultural, artistic, charitable and social services within the **Central Commercial** community and its surrounds for public benefit and charitable purposes.
- (d) To bring about the increased economic well being of property owners, residents, employees and businesses within the **Central Commercial District** and its surrounds.
- (e) To provide improvement and activities which confer special benefit to real property owners in the **Central Commercial District** as well as economic development and commercial revitalization within the **District** and the surrounding community. Improvements and activities include implementation of cleanliness, safety and beautification programs, as well as any other related activities which will directly improve the economic prosperity of the business and residential community within the **Central Commercial District**.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Marshall A. Lewis, Esq., 4330 La Jolla Village Drive, Suite 330, San Diego, California 92122-6203.

FOUR: (a) This corporation is organized and operated exclusively for public benefit and charitable purposes within the meaning of Section 501(c)(6) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, this corporation shall not carry on any activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(6) of the Internal Revenue Code of 1986, as amended, or (2) by a Articles of Incorporation of Central Commercial Revitalization District corporation contributions to which are deductible under Section 170(c)(2) of said Internal Revenue Code.

(c) 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 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.

FIVE: The property of this corporation is irrevocably dedicated to public benefit and charitable purposes and 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. On the dissolution or winding up of this corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed to a nonprofit fund, foundation or corporation that is organized and operated exclusively for public benefit or charitable purposes and which has established its tax-exempt status under Section 501(c)(3) or Section 501(c)(6) of said Internal Revenue Code.

SIX: The members of this corporation shall be the owners from time to time of parcels of real property that constitute the **Central Commercial Maintenance Assessment District** of the City of San Diego, such parcels being initially determined by Resolution of the City Council of the City of San Diego on August 8, 2000, and as may be amended by any subsequent Resolution of such Council, each parcel subject to assessment thereunder to be entitled to one vote for each director position in each election of directors and on any other ballot issue as shall be specified in the Bylaws of this corporation from time to time for members in good standing.

I hereby declare that I am executing the foregoing Articles of Incorporation as my act and deed.

Dated: August 31, 2000

Marshall A. Lewis
Incorporator