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

MAR 29 1984

MARGA FONG EU, Secretary of State
By Belinda V. Faustinos
Deputy

ARTICLES OF INCORPORATION

OF

HILLCREST BUSINESS IMPROVEMENT ASSOCIATION INCORPORATED

I.

The name of this corporation is HILLCREST BUSINESS IMPROVEMENT ASSOCIATION INCORPORATED.

II.

A. 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 Law for public and charitable purposes.

B. The specific purpose of this corporation is to strengthen the business and living environment of the Hillcrest business area of the City of San Diego.

III.

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

Martin T. McGuinn
3745 Fourth Avenue
San Diego, CA 92103

IV.

A. This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

B. The property of this corporation is irrevocably dedicated to public and charitable purposes and no part of the net income or assets of this corporation shall inure to the benefit of any director, officer, or member thereof, or to the benefit of any private persons.

C. On the dissolution or winding up of the corporation, its assets remaining after the payment of, or provision for payment of, all debts and liabilities of this corporation shall be distributed to a non profit fund, foundation, or corporation, which is organized and operated exclusively for public and charitable purposes and which has established its tax-exempt status under Internal Revenue Code Section 501(c)(3).

D. If this corporation holds any assests in trust or the corporation is formed for charitable purposes, such assets shall be disposed of in such manner as may be directed by decree of the Superior Court of the county in which the corporation has its principal office on petition therefor by the attorney general or by person concerned in the liquidation, in a proceeding to which the attorney general is a party.

V.

No substantial part of the activities of this corporation shall consist of 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.

VI.

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 Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law or (b) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law.

Dated: 3/26/84

Lucille Ledford Green
LUCILLE LEDFORD GREEN

Michael A. Theilacker
MICHAEL A. THEILACKER

Stephen A. Zolezzi
STEPHEN A. ZOLEZZI

Joyce E. Beers
JOYCE E. BEERS

We hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

Lucille Ledford Green
LUCILLE LEDFORD GREEN

Michael A. Theilacker
MICHAEL A. THEILACKER

Stephen A. Zolezzi
STEPHEN A. ZOLEZZI

Joyce E. Beers
JOYCE E. BEERS