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CERTIFICATE OF AMENDMENT AND RESTATEMENT  
OF THE  
ARTICLES OF INCORPORATION

*Em*  
**FILED**  
Secretary of State  
State of California


*W* AUG 29 2018 *mm*

Alexander Mullaney and Shirley Lima certify that:


1. They are the Chairperson and the Secretary, respectively, of Ocean Avenue Association, a California nonprofit public benefit corporation.
2. The Articles of Incorporation of this corporation are hereby amended and restated as set forth in the attached Articles of Incorporation, which are incorporated by this reference as if set forth in full in this Certificate.
3. The foregoing amendment and restatement has been duly approved by this corporation's Board of Directors.
4. This corporation has no 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 of our own knowledge.

DATED: August 24, 2018

  
Alexander Mullaney, Chairperson

DATED: August 24, 2018

  
Shirley Lima, Secretary

ARTICLES OF INCORPORATION  
OF  
OCEAN AVENUE ASSOCIATION

ARTICLE I

The name of this corporation is Ocean Avenue Association.

ARTICLE 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 Corporation Law for charitable purposes.

B. The specific and primary purpose of this corporation is to engage in charitable activities within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provisions of any future United States internal revenue law (the "Code"), including, but not limited to promoting the improvement of and combatting community deterioration in the Ocean Avenue Community Benefit District, and carrying out related support programs and initiatives for the district.

ARTICLE III

A. This corporation is organized and operated exclusively for exempt purposes within the meaning of Section 501(c)(3) of the Code. 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)(3) of the Code, or (2) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a)(2), 2106(a)(2)(A)(ii), 2522(a)(2), or 2522(b)(2) of the Code.

B. Except as permitted by law, no substantial part of the activities of this corporation shall consist of the carrying on of propaganda or otherwise attempting to influence legislation, nor shall this corporation participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of or in opposition to any candidate for public office.

## ARTICLE IV

The property of this corporation is irrevocably dedicated to 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 (if any) of this corporation, or to the benefit of any private person. Upon the winding up and dissolution of this corporation and after paying or adequately providing for the debts and obligations of this corporation, the remaining assets shall be distributed to a nonprofit fund, foundation, or corporation which has been formed to provide benefits or services for the Ocean Avenue Community Benefit District and is organized and operated exclusively for charitable purposes and that has established its tax-exempt status under Section 501(c)(3) of the Code. If no such corporation as described above is in existence at the time of dissolution, then the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which has established its tax-exempt status under §501(c)(3) of the Internal Revenue Code.