

**ARTICLES OF INCORPORATION****for the****OCEAN AVENUE ASSOCIATION****FILED**   
in the office of the Secretary of State  
of the State of California

APR 04 2011

## I

The name of this corporation is Ocean Avenue Association.

## II

- A. This corporation is a nonprofit mutual benefit corporation organized under the Nonprofit Mutual Benefit Corporation Law. The purpose of this corporation is to engage in any lawful act or activity other than credit union business for which a corporation may be organized under such law.
- B. The specific purpose of this corporation is to maintain, improve and promote the Ocean Avenue retail district through the development and operation of a property and business improvement district and other programs and initiatives.

## III

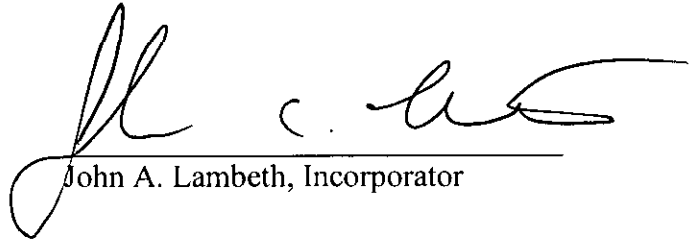
The name and address in the State of California of this corporation's initial agent for service of process is:

John A. Lambeth  
7700 College Town Drive, Suite 111  
Sacramento, CA 95826

## IV

This Corporation is not organized, nor shall it be operated, for pecuniary gain or profit, and it does not contemplate the distribution of gains, profits or dividends of its members and is organized solely for nonprofit purposes. No part of the profits or net income of this Corporation shall ever inure to the benefit of any director, officer or member thereof, or to any individual. Upon the dissolution or winding up of the Corporation, after payment of, or provision for payment of, all debts and liabilities 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 Ocean Avenue and which has established its tax exempt status under §501(c) of the Internal Revenue 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) of the Internal Revenue Code.

Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the specific purposes of this corporation.



John A. Lambeth, Incorporator