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ARTICLES OF INCORPORATION  
OF  
EASTER HILL HOUSING CORPORATION  
A California Nonprofit Public Benefit Corporation

FILED *JK*  
in the office of the Secretary of State  
of the State of California

JAN 28 2004

*Kevin Shelley*  
KEVIN SHELLEY, Secretary of State

I. NAME

The name of the corporation is Easter Hill Housing Corporation (the "Corporation").

II. PURPOSE

(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 California Nonprofit Public Benefit Corporation Law for charitable purposes. The general purpose of this Corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

(b) The specific charitable and public purposes for which the Corporation is organized are to benefit and support, in accordance with Section 509(a)(3) of the Internal Revenue Code and with respect to the Easter Hill development, the Housing Authority of the City of Richmond, a public body corporate and politic (the "RHA"), and its purposes by providing, developing, financing, rehabilitating, owning and operating decent, safe and sanitary housing affordable to persons and households of low income; to assist low income households by enabling them to secure the basic human need of decent shelter; to combat community blight and deterioration in the City of Richmond and contribute to their physical improvement; and to provide and expand economic opportunities for persons assisted by or eligible for RHA assistance.

III. AGENT OF SERVICE

The name and address in California of the Corporation's initial agent for service of process is Dan Nackerman, 330 24<sup>th</sup> Street, Richmond, California 94804.

IV. DEDICATION AND DISPOSITION

(a) 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 of this Corporation or to the benefit of any private individual.

(b) Upon the winding up and dissolution of this Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to RHA, or a nonprofit fund, foundation or corporation that is organized and operated exclusively for charitable purposes, and which has established and maintained its tax-exempt status under Section 501(c)(3) of the United States Internal Revenue Law of 1986, as amended (the "Internal Revenue Code") or the corresponding provision of any future Internal Revenue Law.

#### V. LIMITATION OF CORPORATE ACTIVITIES

(a) This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provision of these Articles, the Corporation shall not carry on any activities not permitted to be carried on by: (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States Internal Revenue Law; or (ii) by a corporation, contributions to which are deductible under Section 170 of the Internal Revenue Code or the corresponding provisions of any other United States Internal Revenue Law.

(b) No substantial part of the activities of this Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and this Corporation shall not participate in or interfere in (including publishing or distributing statements) any political campaign on behalf of any candidate for public office.

#### VI. DIRECTORS

The number of directors and the manner in which directors shall be chosen and removed from office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

Adopted this 26<sup>th</sup> day of January, 2004.

  
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Robert C. Mills, Incorporator

DECLARATION

I declare that I am the person who executed the foregoing Articles of Incorporation which execution is my act and my deed.

Date: January 26, 2004

  
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Robert C. Mills