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ENDORSED  
FILED

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

MAR 31 1975

MARCH FONG EU, Secretary of State

Janet E. Jauregui  
Deputy

ARTICLES OF INCORPORATION  
OF

CENTRE CITY DEVELOPMENT CORPORATION, INC.

Yes We, the undersigned, all of whom are residents of the State of California, having voluntarily associated ourselves together for the purpose of forming a corporation, under and pursuant to the General Nonprofit Corporation Law of the State of California, and we do hereby execute the following Articles of Incorporation and set forth and certify:

ARTICLE I

The name of this corporation shall be Centre City Development Corporation, Inc.

ARTICLE II

The purposes for which this corporation is formed are:

1. The specific and primary purpose for which this corporation is formed is to provide redevelopment services which can, under California law, be done by contract with the Redevelopment Agency of The City of San Diego.

Specifically, the corporation may contract to provide staff services to the Redevelopment Agency to the extent permitted by California law, including but not necessarily limited to:

a. Effectuation of the general Centre City Plan and policies adopted by the Redevelopment Agency and the San Diego City Council;

b. Negotiations and subsequent recommendations to the Redevelopment Agency with regard to property ownership, development, and financial activity within redevelopment project areas;

c. Recommendations concerning redevelopment plans and project areas and implementation strategies;

d. Recommendations regarding priority project areas within the redevelopment plan areas;

e. Promotion of redevelopment projects.

2. To receive gifts, donations, bequests and devises of all kinds and descriptions, and perform any and all legal acts in regard thereto as may be necessary or advisable to advance the objects and purposes of the corporation, and to apply the principal and interest of such gifts, donations, bequests, and devises as may be directed by the donor, or as the Board of Directors of this corporation may determine in the absence of such direction.

3. To purchase and otherwise acquire, sell, convey, lease, and otherwise dispose of, mortgage, pledge, hypothecate and otherwise encumber property, both real and personal, for the purpose of carrying on its objects and purposes.

4. To enter into contracts that may be necessary or expedient in furtherance of the purposes for which this corporation is formed.

5. To perform any other acts, within or without the State of California, necessary or expedient in furtherance of the purposes for which this corporation is organized to the same extent as natural persons.

6. This corporation is and shall be a nonprofit corporation without capital stock or shares, and it is a corporation which does not contemplate pecuniary gain or profit to the member, officers, or directors thereof. This corporation is organized and formed exclusively for charitable, scientific, educational and civic purposes and all property of this corporation is irrevocably dedicated to such uses.

Provided, however, that

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

8. 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.

9. This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the member thereof and it is organized for nonprofit purposes.

10. This corporation shall not have the power to, and shall not do any act or conduct any activity, plan, scheme, design or a course of conduct 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 and its regulations, as they now exist or as they may hereafter be amended; or (b) by an organization, contributions of which are deductible under Section 170(c)(2) of such Code and regulations as they now exist or as they may hereafter be amended.

11. No part of the net income or assets of this corporation shall inure to the benefit of any director or officer thereof, or to the benefit of any private person.

#### ARTICLE III

The principal office for the transaction of the business of this corporation is to be located in the City of San Diego, County of San Diego, State of California.

#### ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable and educational purposes and, upon the liquidation, dissolution or abandonment thereof, the assets thereof will not inure to the benefit of any private person, officer or director of this corporation, but shall be distributed to The City of San Diego, or to such fund, foundation or corporation organized and operated for charitable and educational purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code, as may be designated by the City Council of The City of San Diego, and none of the property, assets or earnings of this corporation may be used to carry on propaganda or otherwise attempt to influence legislation.

ARTICLE V

The number of directors shall be not less than five nor more than seven, as may from time to time be fixed by a by-law adopted by the member. Except for the persons who are appointed to act as the first directors as set forth below, four of the five directors shall be persons whose professional background or experience is in the fields of finance, general business, real estate development, law or architecture, it being the intent of this Article that one director from each of these fields be appointed. The names and addresses who are appointed to act as the first directors are:

C. M. Fitzpatrick  
City Administration Building  
202 "C" Street  
San Diego, California 92101

Harold Valderhaug  
City Administration Building  
202 "C" Street  
San Diego, California 92101

John Lockwood  
City Administration Building  
202 "C" Street  
San Diego, California 92101


William Gerhardt  
City Administration Building  
202 "C" Street  
San Diego, California 92101

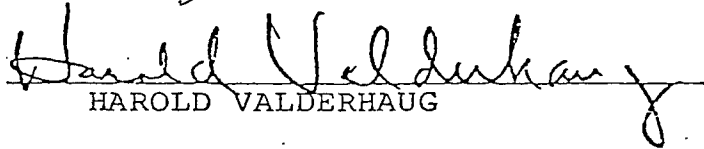
Viola Lynn  
City Administration Building  
202 "C" Street  
San Diego, California 92101

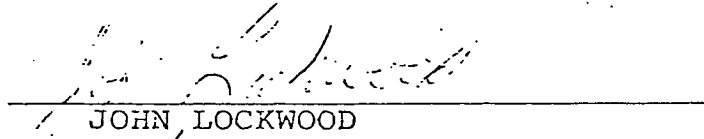
ARTICLE VI

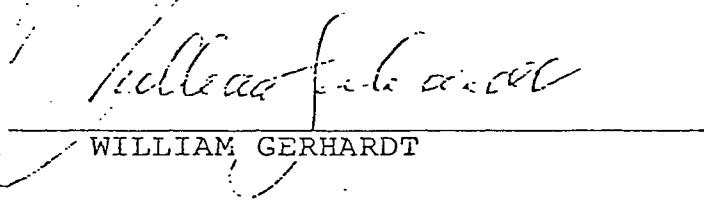
The City of San Diego, a municipal corporation, shall be the sole member of this corporation.

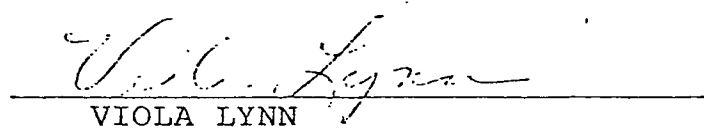
IN WITNESS WHEREOF we, the undersigned, constituting the incorporators of this corporation and the persons named hereinabove as the first directors thereof have hereunto set our hands this 3rd day of February, 1975.

  
C. M. FITZPATRICK

  
HAROLD VALDERHAUG

  
JOHN LOCKWOOD

  
WILLIAM GERHARDT

  
VIOLA LYNN



APR-67 245954 1 035623 2-0 20 2.00

Date | Receipt No. | Case Number | Item | Unit | Amount Paid

This receipt shows the amount paid to our district to serve you with courtesy and efficiency, therefore, retain this receipt for your protection as well as ours.

APR-67 245954 1 035623 2-0 20 2.00

Robert D. Zumwalt, County Clerk  
SAN DIEGO, CALIFORNIA

*Pl. by Eng. & Dec.*

STATE OF CALIFORNIA )  
 ) SS.  
COUNTY OF SAN DIEGO )

I, Edward Nielsen; Secretary of the Redevelopment Agency of The City of San Diego, California, having a Seal, hereby certify, that by law, I have the custody of said Seal and all the official records of the Agency, the custody of which is not otherwise provided for in the bylaws or other statutes;

That the papers annexed hereto are true copies of papers on file and of record in the office of the Secretary of said Redevelopment Agency of The City of San Diego, California.

WITNESS my hand and seal on May 12, 1977.

Edward Nielsen

Secretary

By Lucille Wesner  
Lucille Wesner, Deputy

(SEAL)

LM  
5/11/77

R. 75-1573

REDEVELOPMENT AGENCY

OF THE

CITY OF SAN DIEGO

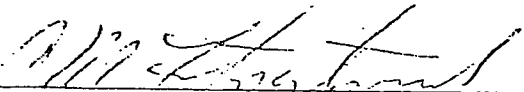
RESOLUTION NO. 206

JAN 23 1975

BE IT RESOLVED, by the Redevelopment Agency of The City of San Diego; as follows:

That the Articles of Incorporation and Bylaws of the proposed nonprofit corporation, copies of which are on file in the office of the Secretary as Documents Nos. 310 and 311, respectively, be and they are hereby approved.

APPROVED: JOHN W. WITT, General Counsel

BY:   
C. M. Fitzpatrick  
Senior Chief Deputy

Passed and adopted by the Redevelopment Agency of The City of San Diego on JAN 23 1975  
 by the following vote:

Members	Yeas	Nays	Excused	Absent
Gil Johnson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Maureen F. O'Connor	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Lee Hubbard	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Leon L. Williams	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
Floyd L. Morrow	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Bob Martinet	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Jim Ellis	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<del>Jim Bates</del>	<del><input type="checkbox"/></del>	<del><input type="checkbox"/></del>	<del><input type="checkbox"/></del>	<del><input type="checkbox"/></del>
Chairman Pete Wilson	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

AUTHENTICATED BY:

PETE WILSON

Chairman of the Redevelopment Agency of The City of San Diego, California.

(Seal)

EDWARD NIELSEN

Secretary of the Redevelopment Agency of The City of San Diego, California.

By Kenn Gripe, Deputy.

I HEREBY CERTIFY that the above and foregoing is a full, and correct copy of Resolution

NO. 206 of the Redevelopment Agency of The City of San Diego, California, passed and adopted by the Authority on Jan 23, 1975.

EDWARD NIELSEN, Deputy Secretary  
 By Lucille Werner, Secretary

Office of the Redevelopment Agency, San Diego, California

Resolution Number 206 Adopted JAN 23 1975

A382775

CERTIFICATE OF AMENDMENT  
OF  
ARTICLES OF INCORPORATION  
OF  
CENTRE CITY DEVELOPMENT CORPORATION, INC.

ENDORSED  
FILED  
In the Office of the Secretary of State  
of the State of California

FEB 13 1990

John G. Davies and Philip C. Blair certify that: **MARSH FONGEU, Secretary of State**

1. They are the President and Secretary,  
respectively, of the CENTRE CITY DEVELOPMENT CORPORATION, INC., a  
California Nonprofit Public Benefit Corporation.

2. The following amendment to the Articles of  
Incorporation has been approved by the Board of Directors:

Article II, Section 6 is revised in its entirety to read as  
follows:

This Corporation is and shall be a nonprofit  
corporation without capital stock or shares, and it is  
a corporation which does not contemplate pecuniary gain  
or profit to the member, officers or directors thereof  
or to any private person. This Corporation is  
organized and formed exclusively for charitable  
purposes and all property of this Corporation is  
irrevocably dedicated to such use.

Article IV is revised in its entirety to read as follows:

The property of this Corporation is irrevocably  
dedicated to charitable purposes and no part of the net  
income or assets of this organization shall inure to  
the benefit of any private persons. Upon the  
dissolution or winding up of the Corporation, its  
assets remaining after payment or provision for payment  
of all debts and liabilities of this Corporation shall  
be distributed to the City of San Diego, to be used  
solely for charitable purposes, or if the City of San  
Diego does not accept the assets or is not then in  
existence, to a nonprofit fund, foundation, or  
corporation which is organized and operated exclusively  
for charitable purposes and which has established its  
tax exempt status under Section 501(c)(3) of the  
Internal Revenue Code.

3. The foregoing Amendment was approved by the affirmative vote of a majority of the votes represented and voting at a duly held meeting at which a quorum was present of the sole member of the Corporation, the City of San Diego, acting by and through its City Council.

DECLARATION

Each of the undersigned declares under penalty of perjury that the statements contained in the foregoing Certificate are true and correct of his or her own knowledge, and that this Declaration was executed on February 8, 1990, at San Diego, California.

  
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JOHN G. DAVIES, President

  
\_\_\_\_\_  
PHILIP C. BLAIR, Secretary