

# State of California

## SECRETARY OF STATE

### CERTIFICATE OF STATUS DOMESTIC CORPORATION

I, *BILL JONES*, Secretary of State of the State of California, hereby certify:

That on the 2nd day of February, 1990,

GASLAMP QUARTER ASSOCIATION, INC.

*became incorporated under the laws of the State of California by filing its Articles of Incorporation in this office; and*

*That no record exists in this office of a certificate of dissolution of said corporation nor of a court order declaring dissolution thereof, nor of a merger or consolidation which terminated its existence; and*

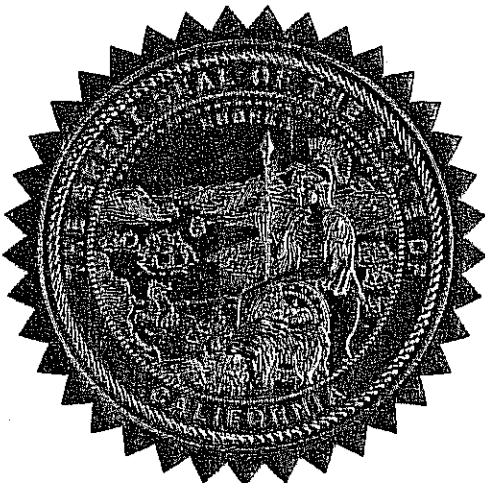
*That said corporation's corporate powers, rights and privileges are not suspended on the records of this office; and*

*That according to the records of this office, the said corporation is authorized to exercise all its corporate powers, rights and privileges and is in good legal standing in the State of California; and*

*That no information is available in this office on the financial condition, business activity or practices of this corporation.*

*IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California this day of*

September 6, 1996



*Bill Jones*

*Secretary of State*

1565983

ENDORSED  
FILED

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

ARTICLES OF INCORPORATION

OF

GASLAMP QUARTER MERCHANTS ASSOCIATION, INC.

FEB 02 1990

MARCH FONG EU, Secretary of State

I. NAME

The name of the corporation is Gaslamp Quarter Merchants Association, Inc.

II. PURPOSES.

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 public and charitable purposes.

B. This corporation is organized and its purposes are to promote and improve the business, economic and social environment of the Gaslamp Quarter National Historic District.

III. INITIAL AGENT FOR SERVICE OF PROCESS.

The name of the initial agent of the corporation for service of process is Chuck Kovar, whose complete address is 410 Island Avenue, San Diego, California 92101.

IV. DEDICATION.

This corporation is organized as a business league within the meaning of Section 501(c)(6) of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States internal revenue law. The property of this corporation is irrevocably dedicated to the purposes set forth above. It is not organized for profit and no part of the net earnings of this corporation shall inure to the benefit of any of its

directors, trustees, officers, members or any private shareholder or individual, except that this corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purpose.

#### V. LIMITATIONS ON CORPORATE ACTIVITIES.

Except as otherwise permitted under the Internal Revenue Code and Federal tax regulations and rulings, no substantial part of the activities of this corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation (except as otherwise provided in Section 501(h) of the Internal Revenue Code of 1954, as amended), and this corporation shall not participate in, or intervene in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office except as provided in Section 501(h) of the Internal Revenue Code of 1954. Notwithstanding any other provision of these articles, this corporation shall not, except as to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its purposes and this 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)(6) 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.

#### VI. DISSOLUTION.

Upon the winding up and dissolution of this corporation, 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 is organized and operated as a business league or which is organized and operated for charitable, religious, educational or scientific purposes, meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which has established its tax-exempt status under Section 501(c)(3) or 501(c)(6) of the Internal Revenue Code of 1954, (or corresponding provisions of any later federal tax laws). Other than to a business league, and then only to the extent authorized by the Internal Revenue Code and Federal tax regulations and rulings, no assets shall be distributed to any organization where the net earnings of the organization inure to the benefit of any private person or individual, or where a substantial part of the activities of the organization is lobbying or propaganda or otherwise attempting to influence legislation, or where the organization participates in, or intervenes in (including the publishing or distributing of statements) any political campaign on behalf of any candidate for public office, or where the organization carried 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).

VII. BYLAW PROVISIONS.

A. Members, if any, and directors of the corporation, their number, the manner in which they shall be chosen and removed from office, their qualifications, powers, duties, compensation, tenure of office, the manner of filling vacancies on the Board, and the manner of calling and holding meetings of members and directors, shall be as stated in the Bylaws.

B. Members and directors shall not be liable for dues, assessments, claims, demands or damages arising out of acts or omissions of this corporation or of other members and directors, except as may be required by law.

IN WITNESS WHEREOF, the undersigned, being the incorporator of the corporation has executed these Articles of Incorporation on February 1, 1990.

  
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Chuck Kovar, Incorporator