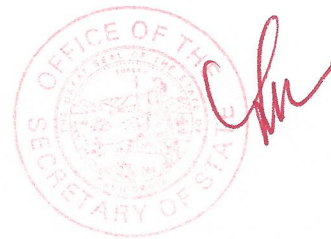


State of California



SECRETARY OF STATE

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

That the attached transcript of 3 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

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



DEC - 3 1998

Bill Jones

Secretary of State



2126788
ENDORSED - FILED
IN THE OFFICE OF THE
SECRETARY OF STATE
OF THE STATE OF CALIFORNIA
NOV 25 1998
BILL JONES, SECRETARY OF STATE

ARTICLES OF INCORPORATION
OF THE
LITTLE ITALY ASSOCIATION

ONE: The name of this corporation is Little Italy Association

TWO: 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. The specific purposes for which this corporation is organized are as follows:

- A) To bring about the revitalization of the historic Little Italy Community of the City of San Diego and its surrounds.
- B) To bring about the investment of private and public capital within Little Italy Community and its surrounds for public benefit and charitable purposes. Further to decrease governmental burden in the support of this area.
- C) To bring about the increased provision of quality public improvements and educational, cultural, artistic, charitable, and social services within Little Italy Community and its surrounds for the public benefit and charitable purposes.
- D) To bring about the increased economic well being of residents, employees, and businesses within Little Italy and its surrounds.
- E) To promote economic improvements within the Little Italy Community through activities which contribute to the economic and promotional well-being of the Little Italy. Economic improvements include, but are not limited to, those activities set out in the California Parking and Business Improvement Law and

its successors which are; general promotion of business activities in the area, the acquisition, construction or maintenance of parking facilities for the benefit of the area, decoration of any public places in the area, and furnishing of music in any public place in the area. Business improvements also include any other related activities which will directly improve the economic prosperity of business within Little Italy.

THREE: The name and address in the State of California of this corporation's initial agent for service of process is Marco Li Mandri, 606 Date Street, Ste. 218, San Diego, California, 92101.

FOUR: (a) This corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

(b) Notwithstanding any other provision of these Articles, the corporation shall not carry on any other activities not permitted to be carried on (1) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

(c) 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, or in opposition to, any candidate for public office.

FIVE: The names and addresses of the persons appointed to act as the initial Directors of this corporation are:

<u>Name</u>	<u>Addresses</u>
<u>Steve Galasso</u>	<u>1704 India Street, S.D., CA 92101</u>
<u>Dan Mocerì</u>	<u>1747 India Street, S.D., CA 92101</u>
<u>Sonia McCall</u>	<u>610 W. Ash St. Ste. 1400 S.D. CA 92101</u>
<u>Carol Gardyne</u>	<u>2400 Kettner Blvd., S.D., CA 92101</u>
<u>Tom Fat</u>	<u>2137 Pacific Hwy, S.D., CA 92101</u>
<u>Catherine Chester</u>	<u>2317 India Street, S.D., CA 92101</u>
<u>Dan Pond</u>	<u>2361 India Street, S.D., CA 92101</u>
<u>Larry Kuntz</u>	<u>1970 Columbia Street, S.D., CA 92101</u>
<u>Domenic Brunetto</u>	<u>2059 India Street, S.D., CA 92101</u>
<u>Mario Cefalu</u>	<u>1643 India Street, S.D., CA 92101</u>
<u>Gary Beardsley</u>	<u>2119 Kettner Blvd., S.D., CA 92101</u>
<u>Brian Walsh</u>	<u>1520 State Street, S.D., CA 92101</u>
<u>Frank Stiriti</u>	<u>805 W. Cedar St., S.D., CA 92101</u>
<u>Franco Simone</u>	<u>1629 Columbia St., S.D., CA 92101</u>
<u>Sam Brunetto</u>	<u>2200 Pacific Hwy., S.D., CA 92101</u>
<u>Elizabeth Scalice</u>	<u>1971 India Street, S.D., CA 92101</u>
<u>Steven Grancini</u>	<u>1659 Columbia Street, S.D., CA 92101</u>

SIX: The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of the organization shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person.

On the dissolution or winding up of the corporation, its assets remaining after payment of, or provision for payment of, all debts and liabilities of this corporation, shall be distributed 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.

Date:

~~11/14/55~~
~~U. M. M. M.~~
Myra McCull
C. A. A. A.
E. M. M. M.
Francis
James Franklin Ford
Carol Gardner
Frank White

Thomas N. Felt
Brunette
Beri Wain
Marie A. Felt
Dorothy Felt
James E. Felt
James E. Felt

We, the above-mentioned initial directors of this corporation, hereby declare that we are the persons who executed the foregoing Articles of Incorporation, which execution is our act and deed.

~~11/14/55~~
~~U. M. M. M.~~
Myra McCull
C. A. A. A.
E. M. M. M.
Francis
James Franklin Ford
Carol Gardner
Frank White

Thomas N. Felt
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