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FILED

Secretary of State  
State of California

100 DEC 19 2014

**ARTICLES OF INCORPORATION  
OF**

**DOWNTOWN SAN DIEGO BUSINESS IMPROVEMENT DISTRICT, INC.**

**ARTICLE I**

**NAME**

The name of this corporation is DOWNTOWN SAN DIEGO BUSINESS IMPROVEMENT DISTRICT, INC.

**ARTICLE II**

**PURPOSE**

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.

The Specific purpose of the corporation is to promote common business interests and improve economic activity within the Downtown Business Improvement District of San Diego and create a vibrant destination for shopping, nightlife and tourism in the downtown core.

This corporation is not organized for profit, nor is it to engage in any activity ordinarily carried on for profit. No part of the net earnings of the corporation shall inure to the benefit of any private shareholder or individual.

It is intended that this corporation shall have the status of a corporation which is exempt from federal income taxation under Section 501(a) of the Internal Revenue Code as an organization described in Section 501(c)(6) of the Internal Revenue Code, and which is exempt from California income taxation under Section 23701e of the California Revenue and Taxation Code. These Articles shall be construed accordingly, and all powers and activities of the corporation shall be limited accordingly.

**ARTICLE III**

**SERVICE OF PROCESS**

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

Greg Parkington  
401 B Street, Suite 100  
San Diego, California 92101

**ARTICLE IV****CORPORATE ADDRESS**

The corporation's initial street address is 401 B Street, Suite 100, San Diego, CA 92101.

**ARTICLE V****ADDITIONAL STATEMENTS**

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.

**ARTICLE VI****DISSOLUTION**

Upon the dissolution or final liquidation, after the payment or provision for payment of all the liabilities of the corporation, the remaining assets of the corporation shall be distributed to such organization or organizations that are then described in Sections 501(c)(3) or 501(c)(6) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or otherwise in accordance with applicable state and federal law, as the Board of Directors of the corporation shall determine.

**ARTICLE VII****MEMBERS**

The corporation shall have members with such rights and qualifications as set forth in the Bylaws of the corporation.

IN WITNESS WHEREOF, the undersigned, who is the incorporator of this corporation, has executed these Articles of Incorporation on December 10, 2014.



William H. Sauls, Incorporator

I declare that I am the person who executed the above Articles of Incorporation and such instrument is my act and deed.



William H. Sauls, Incorporator



I hereby certify that the foregoing transcript of 2 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

DEC 23 2014

DCX

Date: \_\_\_\_\_

*Debra Bowen*  
DEBRA BOWEN, Secretary of State



**Secretary of State  
Business Programs Division**

Business Entities, 1500 11th Street, 3rd Floor, Sacramento, CA 95814

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## **Welcome to California**

Congratulations on the registration of your corporation with the California Secretary of State. California law requires corporations to keep their public record updated by filing information with the California Secretary of State.

### **Required Statement of Information**

#### **Required Filing Timelines**

Domestic (formed in California) stock corporations must file a complete Statement of Information (Form SI-200) within the first 90 days of filing the Articles of Incorporation, and then each year after that before the end of the month of incorporation.

Domestic (formed in California) nonprofit corporations must file a complete Statement of Information (Form SI-100) within the first 90 days of filing the Articles of Incorporation, and then every 2 years after that before the end of the month of incorporation. In addition, any nonprofit corporation formed to manage a common interest development under the Davis-Stirling Common Interest Development Act or the Commercial and Industrial Common Interest Development Act also must file a Statement by Common Interest Development Association (Form SI-CID) with their Statement of Information.

Foreign (formed outside of California) corporations must file a complete Statement of Information (Form SI-350) within the first 90 days of filing the Statement and Designation by Foreign Corporation and then each year after that before the end of the month of the California registration date.

#### **Filing Services**

**For fastest service**, the required Statement of Information for most corporations can be submitted using our online filing service at <https://businessfilings.sos.ca.gov/>. Payment must be made by credit card (Visa® or MasterCard®) when filing online. A free PDF copy of the submitted Statement of Information will be returned electronically following confirmation of payment, if an email address is provided.

Statements of Information submitted on paper can be mailed or delivered in person (drop off) to the Sacramento office, but the processing time is longer. Current processing times for paper documents may be found at [www.sos.ca.gov/business/be/processing-times.htm](http://www.sos.ca.gov/business/be/processing-times.htm).

Additional information regarding Statements of Information, including forms, instructions and current fees are available at [www.sos.ca.gov/business/be/statements.htm](http://www.sos.ca.gov/business/be/statements.htm).

#### **Reverse Side**

Please see reverse side of this document for important information regarding your newly registered corporation.

## **Stock Corporations**

Filing Articles of Incorporation pursuant to California Corporations Code section 200 does not of itself authorize the use of a corporate name in California in violation of the rights of another who may have acquired rights to the use of the name by reason of the following laws:

- Federal Trademark Act  
(United States Code, Title 15, section 1051 et seq.)
- California Model State Trademark Law  
(Business and Professions Code section 14200 et seq.)
- California Fictitious Business Name Law  
(Business and Professions Code section 17900 et seq.)
- Common law rights, including rights to a trade name

If you have any questions regarding such rights, please consult a private attorney.

## **Nonprofit Corporations**

Nonprofit corporations in California are not automatically exempt from paying California franchise tax or income tax every year. For information about tax requirements and/or applying for tax exempt status, please contact the appropriate taxing agency, listed below. If you are a domestic nonprofit public benefit corporation our office has forwarded a copy of your Articles of Incorporation to the Office of the Attorney General in compliance with California Corporations Code section 5120(d).

## **Other Business Information and Resources**

All business entities are subject to state and federal tax laws. You may wish to contact the following agencies to assist you with these issues:

- Internal Revenue Service – [www.irs.gov](http://www.irs.gov) or call (800) 829-1040 for forms and issues concerning Federal tax, employer identification numbers, subchapter S elections
- Franchise Tax Board – [www.ftb.ca.gov](http://www.ftb.ca.gov) or call (800) 852-5711 for forms and issues concerning franchise tax and state income tax requirements
- State Board of Equalization – [www.boe.ca.gov](http://www.boe.ca.gov) or call (800) 400-7115 for forms and issues concerning sales taxes or use taxes
- Employment Development Department – [www.edd.ca.gov](http://www.edd.ca.gov) or call (800) 300-5616 for forms and issues concerning employment and payroll taxes

Please refer to [www.sos.ca.gov/business/be/resources.htm](http://www.sos.ca.gov/business/be/resources.htm) for a list of other agencies you may need to contact to ensure proper compliance with the laws of the State of California. Please be aware that the California Secretary of State does not license corporations. For licensing requirements, please contact the California city and/or county where the principal place of business is located and/or the state agency, or board with jurisdiction over the activities of the corporation in California.



## **Customer Alert – Misleading Certificate of Status Solicitations**

Letters are being sent to businesses registered with the Secretary of State directing them to submit \$49.50, respond by a certain date, complete a form, and send the money and documentation to a private entity named "California State Corporations." According to the letter, California State Corporations will provide a "certificate of status." However, these Certificates of Status are fraudulent because only the Secretary of State can issue a Certificate of Status. An example of the form and fraudulent "certificate of status" are available through our website at [www.sos.ca.gov/business/be/alert-misleading-solicitations.htm](http://www.sos.ca.gov/business/be/alert-misleading-solicitations.htm).

A certification of the entity's status, also known as the Certificate of Status, only can be issued by the Secretary of State who is the official custodian of business entity records for the State of California. The fee for this certificate is \$5.00. The private entity has no affiliation or authorization to act on behalf of the State of California or the Secretary of State and is illegally issuing fraudulent Certificates of Status for entities registered with the California Secretary of State.

An official Certificate of Status can be obtained by submitting a request to the California Secretary of State's Sacramento office either in person or by mail. Instructions and fees for ordering a Certificate of Status can be obtained through our website at [www.sos.ca.gov/business/be/information-requests.htm](http://www.sos.ca.gov/business/be/information-requests.htm).

These solicitations are not being made by the California Secretary of State's office and are not being made by or on behalf of any governmental entity. Although a business entity can use an intermediary to submit filings, request a certificate of status, and pay fees to our office, no business is required to go through another private entity in order to obtain documents or certificates from the Secretary of State's office and no private entity can issue these documents.

### **Action for Fraudulent Letters**

California businesses that receive one of these fraudulent solicitation letters or that have paid the company and received a fraudulent certificate should submit a written complaint along with the entire solicitation (including the solicitation letter, the outer and return envelopes, and all related documents if available, and a copy of the fraudulent certificate) to the California Attorney General, Public Inquiry Unit, P.O. Box 944255, Sacramento, California 94244–2550. A complaint form, which can be completed online and printed to mail, is available on the California Attorney General's website at [www.oag.ca.gov/consumers](http://www.oag.ca.gov/consumers).