



California Secretary of State

Business Programs Division

1500 11th Street, Sacramento, CA 95814

2024 JUL -2 AM 8: 23

HOUSING AUTHORITY
OF THE CITY OF ALAMEDA

ALAMEDA AFFORDABLE HOUSING CORPORATION
701 ATLANTIC AVENUE
ALAMEDA, CA 94501

Business Amendment Filing Approved

June 27, 2024

Entity Name: ALAMEDA AFFORDABLE HOUSING CORPORATION

Entity Type: Nonprofit Corporation - CA - Public Benefit

Entity No.: 4080353

Document Type: Restated Articles of Incorporation

Document No.: BA20241203361

File Date: 06/24/2024

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HOUSING AUTHORITY
OF THE CITY OF ALAMEDA

Request Type: Certified Copies
Entity Name: ALAMEDA AFFORDABLE
HOUSING CORPORATION
Formed In: CALIFORNIA
Entity No.: 4080353
Entity Type: Nonprofit Corporation - CA - Public
Benefit

Issuance Date: 06/26/2024
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Reference #	Date Filed	Filing Description	Number of Pages
B2831-0661	06/24/2024	Restated Articles of Incorporation	3

** **** * End of list ***** **

I, SHIRLEY N. WEBER, PH.D., California Secretary of State, do hereby certify on the Issuance Date, the attached document(s) referenced above are true and correct copies and were filed in this office on the date(s) indicated above.

IN WITNESS WHEREOF, I execute this certificate and affix the Great Seal of the State of California on June 26, 2024.



SHIRLEY N. WEBER, PH.D.
Secretary of State

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File No.: BA20241203361

Date Filed: 6/24/2024

**CERTIFICATE OF AMENDED & RESTATED
ARTICLES OF INCORPORATION
OF
ALAMEDA AFFORDABLE HOUSING CORPORATION**

The undersigned certify that:

1. They are the President and Secretary, respectively, of Alameda Affordable Housing Corporation, a California nonprofit public benefit corporation (the "Corporation") with California Entity Number 4080353.
2. The Articles of Incorporation are amended and restated to read as follows:

I. NAME

The name of the Corporation is Alameda Affordable Housing Corporation (the "Corporation").

II. PURPOSE

(a) The 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 the Corporation is to have and exercise all rights and powers conferred on nonprofit corporations under the laws of California, provided that the 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 the Housing Authority of the City of Alameda, a public body corporate and politic ("AHA") and its purposes in accordance with Section 509 (a)(3)(A) of the Internal Revenue Code ("IRS") by: (1) acquiring, providing, financing, developing, rehabilitating, owning and operating decent, safe and sanitary housing affordable to persons and households of low income where no adequate housing exists for such groups, including, but not limited to, such persons and households as may be served by AHA in accordance with California Housing Authorities Law (Health and Safety Code Section 34200 et seq.); (2) lessening the burdens of government by assisting AHA in the provision, ownership, and operating of housing targeted to low-income households; (3) combating blight and deterioration within the City of Alameda, California; (4) working to eliminate discrimination and prejudice; (5) assisting in the lessening of neighborhood tensions; (6) promoting social welfare through community-based housing activities and services related to the development of housing for low income persons and households, including, but not limited to, such persons and households as may be served by AHA; (7) serving as the general partner, special limited partner or limited partner (either directly or as the sole member of a limited liability company) in limited

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partnerships and serve as the sole or managing member in limited liability companies which will own and operate housing for low income persons and households who are in need of affordable, decent, safe and sanitary housing related services, where no adequate housing exists for such groups, including, but not limited to, such persons and households as may be served by AHA; and (8) carrying out such other activities as the board of directors of the Corporation determines will benefit and support AHA.

III. MEMBERS

The Corporation shall have no members.

IV. DEDICATION AND DISPOSITION

(a) The property of the Corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of the Corporation shall ever inure to the benefit of any director, officer, or member of the Corporation or to the benefit of any private individual, except that the Corporation is authorized and empowered to pay reasonable compensation to private persons, other than directors, for services rendered and to make payments and distributions in furtherance of its exempt purposes.

(b) Upon the winding up and dissolution of the Corporation, and after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed to and inure to the benefit of AHA for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

V. LIMITATION ON CORPORATE ACTIVITIES

(a) The 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.

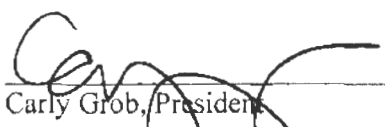
(b) No substantial part of the activities of the Corporation shall consist of lobbying or propaganda, or otherwise attempting to influence legislation, except as provided in Section 501(h) of the Internal Revenue Code, and the Corporation shall not participate in or interfere in (including publishing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

VI. DIRECTORS

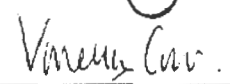
The number of directors and the manner in which directors shall be chosen and removed from of office, their qualifications, powers, duties, term of office, the manner of filling vacancies on the board of directors and the manner of calling and holding meetings of directors shall be as stated in the bylaws.

- 3. The foregoing amendment and restatement of Articles of Incorporation has been duly approved by the Board of Directors of the Corporation.
- 4. The corporation has no members.

We further declare under penalty of perjury under the laws of the State of California that the matters set forth in this certificate are true and correct of our own knowledge and that this declaration was executed on June 20th, 2024, at Alameda, California.



 Carly Grob, President



 Vanessa Cooper, Secretary

Certificate Verification No.: 223622725 Date: 06/26/2024