

RESTATED ARTICLES OF INCORPORATION
OF
CENTRE CITY DEVELOPMENT CORPORATION, INC.

ENDORSED - FILED
in the office of the Secretary of State
of the State of California

OCT 14 2010

The undersigned certify that:

1. They are the Chairman of the Board and the Secretary, respectively, of Centre City Development Corporation, Inc.
2. The Articles of Incorporation of this corporation are amended and restated to read as follows:

ARTICLE I

The name of the corporation is Centre City Development Corporation, Inc.

ARTICLE II

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 purpose of this corporation is to provide redevelopment services which under California law, can be done by contract with the Redevelopment Agency of the City of San Diego and to provide such public and charitable services that are associated with such specific purpose as allowed by law.

In addition, this corporation is formed for the purposes of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. The corporation shall not, except to an unsubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

This corporation elects to be governed by all of the provisions of the Nonprofit Corporation Law of 1980 not otherwise applicable to it under Part 5 of Division 2.

ARTICLE III

This 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, 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)(3) of the Internal Revenue Code or (b) by a corporation contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

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 in 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.

ARTICLE IV

The property of this corporation is irrevocably dedicated to charitable purposes, and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member thereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of the corporation shall be distributed to the City of San Diego, to be used solely for public 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.

ARTICLE V

The authorized number of directors of the corporation is nine.

ARTICLE VI

The City of San Diego, a municipal corporation, is the sole member of the corporation.

3. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the board of directors.
4. The forgoing amendment and restatement of Articles of Incorporation has been duly approved by the sole member, the City of San Diego, acting by and through its City Council.

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.

Date: 10.5, 2010

Date: 10.13, 2010



Chairman of the Board



Secretary



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.

OCT 15 2010 *LL*

Date: _____

Debra Bowen

DEBRA BOWEN, Secretary of State

RESOLUTION NUMBER R- 306118
DATE OF FINAL PASSAGE SEP 14 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF
SAN DIEGO APPROVING THE RESTATED ARTICLES OF
INCORPORATION OF THE CENTRE CITY DEVELOPMENT
CORPORATION, INC.

WHEREAS, On March 22, 2010, the Council approved the Restated Articles of Incorporation, and the Amended and Restated Bylaws, and the Amended and Restated Operating Agreement of Center City Development Corporation, Inc. (CCDC) that were submitted to Council in connection with the recommendations of the Office of the Independent Budget Analyst, the City Attorney and the Redevelopment Agency, among others; and

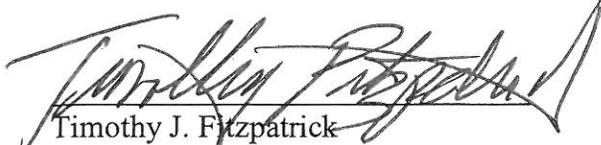
WHEREAS, CCDC filed the Restated Articles of Incorporation with the California Secretary of State as required by law; and

WHEREAS, on May 25, 2010 the Secretary of State advised CCDC of the need to make several technical corrections to the Restated Articles of Incorporation before they would accept the filing of the Restated Articles of Incorporation; and

WHEREAS, the technical comments have been made and submitted for Council consideration; NOW, THEREFORE,

BE IT RESOLVED, that the Council approves the changes to the Restated Articles of Incorporation of Centre City Development Corporation, Inc. and other related corrections that may be required by the California Secretary of State.

APPROVED: JAN I. GOLDSMITH, City Attorney

By 
Timothy J. Fitzpatrick
Deputy City Attorney

TJF:jdf
07/13/2010
09/03/2010 COR.COPY
Or.Dept:City Attorney
R-2011-71

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of SEP 07 2010.

ELIZABETH S. MALAND
City Clerk

By 
Deputy City Clerk

Approved: 9.14.10
(date)


JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor

Passed by the Council of The City of San Diego on SEP 14 2010, by the following vote:

Council Members	Yeas	Nays	Not Present	Recused
Sherri Lightner	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Kevin Faulconer	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Todd Gloria	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Anthony Young	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Carl DeMaio	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Donna Frye	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Marti Emerald	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>
Ben Hueso	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

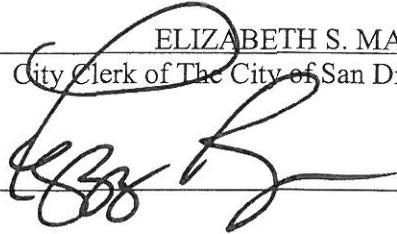
Date of final passage SEP 07 2010.

AUTHENTICATED BY:

JERRY SANDERS
Mayor of The City of San Diego, California.

(Seal)

ELIZABETH S. MALAND
City Clerk of The City of San Diego, California.

By , Deputy

Office of the City Clerk, San Diego, California
Resolution Number R- 306118

202
3/22

RESOLUTION NUMBER R- 305691

DATE OF FINAL PASSAGE APR 05 2010

A RESOLUTION OF THE COUNCIL OF THE CITY OF
SAN DIEGO APPROVING THE AMENDED AND RESTATED
BYLAWS AND THE RESTATED ARTICLES OF
INCORPORATION OF THE CENTRE CITY DEVELOPMENT
CORPORATION, INC.

WHEREAS, based on findings of a performance audit of the Centre City Development Corporation [CCDC] conducted by Sjoberg and Evashenk released in July 2009, recommended changes to the Bylaws of the corporation included in Office of the Independent Budget Analyst [IBA] Report 09-70 were presented to the City Council; and

WHEREAS, on September 8, 2009, the City Council, pursuant to Resolution No. R-305235, approved the proposed conceptual changes with certain modifications and directed the IBA to work with Redevelopment Agency staff and the City Attorney's Office to make the proposed changes and to include standard legal provisions and recommended revisions to the Bylaws and the Articles of Incorporations for CCDC; and

WHEREAS, over the past several months, an internal working group including representatives from the IBA, the City Attorney, the Redevelopment Agency, the City's Chief Operating Officer and the City's Chief Financial Officer have worked to develop proposed Bylaws and revised Articles of Incorporation that reflect the conceptual changes, including the modifications, and the standard legal provisions and revisions recommended by the City Attorney's Office; and

WHEREAS, at the Council hearing on March 22, 2010, the Council approved the adoption of the resolution approving the Amended and Restated Bylaws of CCDC with an amendment through an interlineation to Article 9, Section 11 of the Bylaws to state:

“The City Attorney’s Office shall be authorized to approve, reject or terminate all contracts for outside legal counsel retained by the Corporation or Agency and managed by the Corporation”; NOW, THEREFORE,

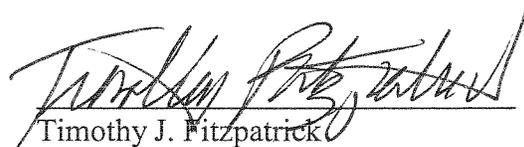
BE IT RESOLVED by the City Council of the City of San Diego, approves the Amended and Restated Bylaws of Centre City Development Corporation, Inc.

BE IT FURTHER RESOLVED, that the City Council approves an amendment through an interlineation to Article 9, Section 11 of the Amended and Restated Bylaws of Centre City Development Corporation, Inc. to state in its entirety as follows:

“The City Attorney’s Office shall be authorized to approve, reject or terminate all contracts for outside legal counsel retained by the Corporation or Agency and managed by the Corporation.”

BE IT FURTHER RESOLVED, that the Council approves the Restated Articles of Incorporation of Centre City Development Corporation, Inc.

APPROVED: JAN I. GOLDSMITH, City Attorney

By 
Timothy J. Fitzpatrick
Deputy City Attorney

TJF:jdf
03/09/2010
03/24/2010 Rev.
Or.Dept:RDA
R-2010-646

I hereby certify that the foregoing Resolution was passed by the Council of the City of San Diego, at this meeting of ~~MAR 22 2010~~

ELIZABETH S. MALAND
City Clerk

By *Max Zamora*
Deputy City Clerk

Approved: 4.5.10
(date)

J.S.
JERRY SANDERS, Mayor

Vetoed: _____
(date)

JERRY SANDERS, Mayor

CENTRE CITY DEVELOPMENT CORPORATION, INC.
RESOLUTION #2010-10
Approving and Ratifying Restated Articles of Incorporation

WHEREAS, Centre City Development Corporation, Inc. ("Corporation") is a California nonprofit public benefit Corporation formed by the City of San Diego ("City") under the laws of the State of California; and,

WHEREAS, on March 22, 2010, the City approved Restated Articles of Incorporation of Centre City Development Corporation, Inc. ("Restated Articles"); and,

WHEREAS, pursuant to California Corporations Code section 5812, the Corporation acknowledged, ratified and approved the Restated Articles on April 14, 2010; and,

WHEREAS, the Corporation directed staff to take all legally required steps to make them effective, including filing the Restated Articles with the California Secretary of State; and,

WHEREAS, the Secretary of State made certain requirements prior to filing and the Restated Articles were revised by the office of the City Attorney; and,

WHEREAS, the City approved the revised Restated Articles on September 7, 2010.

NOW, THEREFORE, BE IT RESOLVED that the Corporation approves the Restated Articles and directs Corporation staff to take all legally required steps to make them effective, including filing the Restated Articles with the California Secretary of State.

AYES: 7 **NOES:** 0 **ABSTENTIONS:** 0

CERTIFICATION

I, Kim John Kilkenny, Secretary of the Centre City Development Corporation, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of the Centre City Development Corporation at a meeting held on September 29, 2010.



Kim John Kilkenny
Secretary of the Board of Directors

**CENTRE CITY DEVELOPMENT CORPORATION, INC.
RESOLUTION #2010-07**

Approving Restated Articles of Incorporation, Amended and Restated Operating Agreement between the Redevelopment Agency of the City of San Diego and the Corporation and acknowledging, ratifying and approving the City of San Diego's newly adopted Amended and Restated Bylaws

WHEREAS, Centre City Development Corporation, Inc. ("Corporation") is a California nonprofit public benefit Corporation formed by the City of San Diego ("City") under the laws of the State of California; and,

WHEREAS, on March 22, 2010, the City approved Restated Articles of Incorporation of Centre City Development Corporation, Inc. ("Restated Articles") and Amended and Restated Bylaws of Centre City Development Corporation, Inc. ("Amended and Restated Bylaws"); and,

WHEREAS, on March 22, 2010, the Redevelopment Agency of the City of San Diego ("Agency") approved the Amended and Restated Operating Agreement Between the Redevelopment Agency of the City of San Diego and Centre City Development Corporation, Inc. ("Amended and Restated Operating Agreement"); and

WHEREAS, pursuant to California Corporations Code section 5812, the Corporation must approve the Restated Articles; and,

WHEREAS, pursuant to contract law, the Corporation must approve and authorize the execution of the Amended and Restated Operating Agreement; and

WHEREAS, pursuant to California Corporations Code section 5150 and the current provisions of the Corporation's Bylaws, the City, as the sole member of the Corporation, has the authority to adopt the Amended and Restated Bylaws, but the Corporation should acknowledge, ratify and approve them.

NOW, THEREFORE, BE IT RESOLVED that the Corporation: (1) approves the Restated Articles and directs Corporation staff to take all legally required steps to make them effective, including filing the Restated Articles with the California Secretary of State; (2) approves the Amended and Restated Operating Agreement and authorizes the Board Chair to sign the new agreement; and (3) acknowledges, ratifies and approves the Amended and Restated Bylaws.

AYES: 5 **NOES:** 0 **ABSTENTIONS:** 0

CERTIFICATION

I, Kim John Kilkenny, Secretary of the Centre City Development Corporation, do hereby certify that the above is a true and correct copy of a resolution adopted by the Board of Directors of the Centre City Development Corporation at a meeting held on April 14, 2010.



Kim John Kilkenny
Secretary of the Board of Directors