

LLC-1

Articles of Organization of a Limited Liability Company (LLC)

201508510324

To form a limited liability company in California, you can fill out this form, and submit for filing along with:

- A \$70 filing fee.
- A separate, non-refundable \$15 service fee also must be included, if you drop off the completed form.

Important! LLCs in California may have to pay a minimum \$800 yearly tax to the California Franchise Tax Board. For more information, go to <https://www.ftb.ca.gov>.

LLCs may not provide "professional services," as defined by California Corporations Code sections 13401(a) and 13401.3.

Note: Before submitting the completed form, you should consult with a private attorney for advice about your specific business needs.

FILED
Secretary of State
State of California

MAR 10 2015

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This Space For Office Use Only

For questions about this form, go to www.sos.ca.gov/business/be/filing-tips.htm.

LLC Name (List the proposed LLC name exactly as it is to appear on the records of the California Secretary of State.)

① MTV Parcel C Manager, LLC

Proposed LLC Name

The name must include: LLC, L.L.C., Limited Liability Company, Limited Liability Co., Ltd. Liability Co. or Ltd. Liability Company; and may not include: bank, trust, trustee, incorporated, inc., corporation, or corp., insurer, or insurance company. For general entity name requirements and restrictions, go to www.sos.ca.gov/business/be/name-availability.htm.

Purpose

- ② The purpose of the limited liability company is to engage in any lawful act or activity for which a limited liability company may be organized under the California Revised Uniform Limited Liability Company Act.

LLC Addresses

③ a. 600 California Street, Suite 900 San Francisco, CA 94108
Initial Street Address of Designated Office in CA - Do not list a P.O. Box City (no abbreviations) State Zip

b. Initial Mailing Address of LLC, if different from 3a City (no abbreviations) State Zip

Service of Process (List a California resident or a California registered corporate agent that agrees to be your initial agent to accept service of process in case your LLC is sued. You may list any adult who lives in California. You may not list an LLC as the agent. Do not list an address if the agent is a California registered corporate agent as the address for service of process is already on file.)

④ a. Rebecca Hlebasko

Agent's Name

b. 600 California Street, Suite 900 San Francisco, CA 94108
Agent's Street Address (if agent is not a corporation) - Do not list a P.O. Box City (no abbreviations) State Zip

Management (Check only one.)

⑤ The LLC will be managed by:

☐

One Manager

☐

More Than One Manager

☒

All Limited Liability Company Member(s)

This form must be signed by each organizer. If you need more space, attach extra pages that are 1-sided and on standard letter-sized paper (8 1/2" x 11"). All attachments are made part of these articles of organization.

Organizer - Sign here

Rebecca Hlebasko

Print your name here

Make check/money order payable to: Secretary of State

Upon filing, we will return one (1) uncertified copy of your filed document for free, and will certify the copy upon request and payment of a \$5 certification fee.

By Mail

Secretary of State
Business Entities, P.O. Box 944228
Sacramento, CA 94244-2280

Drop-Off

Secretary of State
1500 11th Street., 3rd Floor
Sacramento, CA 95814

ATTACHMENT

TO LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
(LLC-1)

MTV Parcel C Manager, LLC ("Company")

6. Additional Information:

Each member of this Company shall be a "Qualifying Organization" which shall mean an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Internal Revenue Code") or under Section 23701d of the California Revenue and Taxation Code and that qualifies for exemption under Section 214 of the California Revenue and Taxation Code. Each "Qualifying Organization" shall have a valid, unrevoked letter from the Internal Revenue Service or the Franchise Tax Board, stating that it qualifies as an exempt organization under Section 501(c)(3) of the Internal Revenue Code or under Section 23701d of the California Revenue and Taxation Code.

Each member is prohibited from transferring, directly or indirectly, its membership interest in the Company to any person or entity which is not a Qualifying Organization.

The Company is organized and operated exclusively for charitable purposes within the meaning of Section 214 of the California Revenue and Taxation Code and Section 501(c)(3) of the Internal Revenue Code. The Company shall be operated exclusively to further the charitable purposes of the Company's sole member, BRIDGE Economic Development Corporation, a California nonprofit public benefit corporation (the "Sole Member").

. Any amendments to the articles of organization or the operating agreement of the Company shall be consistent with Section 214 of the California Revenue and Taxation Code.

The property of the Company is irrevocably dedicated to charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code. No part of the net income or assets of the Company shall ever inure the benefit of any private person, individual or shareholder.

In no event shall the Company distribute any of its assets to any member of the Company which ceases to be a Qualifying Organization.

Upon dissolution of the Company, all assets of the Company remaining after payment, or provision for payment, of all debts and liabilities of the Company, shall be distributed exclusively for charitable purposes to the Sole Member if it is then an organization organized and operated exclusively for charitable 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) of the Internal Revenue Code, or under Section 23701d of the California Revenue and Taxation Code. If the Sole Member is not then an

organization organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code or which has established tax-exempt status under Section 501(c)(3) of Internal Revenue Code or under Section 23701d of the California Revenue and Taxation Code, the assets of the Company shall be distributed exclusively for charitable purposes to such organization(s) as are then organized and operated exclusively for charitable purposes meeting the requirements for exemption provided by Section 214 of the California Revenue and Taxation Code and which have established their tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or under Section 23701d of the California Revenue and Taxation Code.

To the fullest extent permitted by law, for the purpose of qualifying for the Welfare Exemption under the rules of the California Board of Equalization, this limited liability company is prohibited from merging or converting into a for-profit entity.

No substantial part of the activities of this Company shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the Company 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.

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