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Secretary of State
Articles of Organization
Limited Liability Company (LLC)

LLC-1

For Office Use Only

-FILED-

File No.: 202464915186

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Filing Fee - \$70.00

Certified Copy Fee (Optional) - \$5.00

Note: LLCs may have to pay minimum \$800 tax to the California Franchise Tax Board each year. For more information, go to <https://www.ftb.ca.gov/>.

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1. Limited Liability Company Name (Must contain an LLC identifier such as LLC or L.L.C. "LLC" will be added, if not included.)

Cleveland Commons Charities LLC

2. Business Addresses

a. Initial Street Address of Principal Office - Do not enter a P.O. Box

1400 Parkmoor Avenue, Suite 190

City (no abbreviations)

San Jose

State

CA

Zip Code

95126

b. Initial Mailing Address of LLC, if different than Item 2a

City (no abbreviations)

State

Zip Code

3. Service of Process (Must provide either Individual OR Corporation.)

INDIVIDUAL - Complete Items 3a and 3b only. Must include agent's full name and California street address.

a. California Agent's First Name (if agent is not a corporation)

Mark

Middle Name

J.

Last Name

Miki

Suffix

b. Street Address (if agent is not a corporation) - Do not enter a P.O. Box

1400 Parkmoor Avenue, Suite 190

City (no abbreviations)

San Jose

State

CA

Zip Code

95126

CORPORATION - Complete Item 3c. Only include the name of the registered agent Corporation.

c. California Registered Corporate Agent's Name (if agent is a corporation) - Do not complete Item 3a or 3b

4. Management (Select only one box)

The LLC will be managed by:



One Manager



More than One Manager



All LLC Member(s)

5. Purpose Statement (Do not alter Purpose Statement)

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.

6. By signing, I affirm under penalty of perjury that the information herein is true and correct and that I am authorized by California law to sign.

Additional signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this Form LLC-1. (All attachments should be 8 1/2 x 11, one-sided, legible and clearly marked as an attachment to this Form LLC-1.)

Organizer sign here

Charities Housing Development Corporation of Santa Clara County,
By: Mark J. Miki, Executive Director

Print your name here

ATTACHMENT
TO LIMITED LIABILITY COMPANY
ARTICLES OF ORGANIZATION
(LLC-1)
CLEVELAND COMMONS CHARITIES LLC (the "Company")

Additional Information:

Each member of this Company shall be a "Qualified Organization" which shall mean an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code or under Section 23701(d) 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(3) of the Internal Revenue Code or under Section 23701(d) of the California Revenue and Taxation Code.

Each member is prohibited from transferring, directly or indirectly, its member interest to any person or entity which is not a Qualified Organization.

The Company is organized and operated exclusively for charitable purposes as specified in Section 214 of the California Revenue and Taxation Code and to further the following specific charitable purposes of its members: (1) to provide housing for low income persons, where no adequate housing exists for such groups; and (2) to serve as a general partner in a limited partnership which owns and operates housing for the benefit of low income persons who are in need of affordable, decent, safe and sanitary housing and related services. Any amendments to the articles of organization shall be consistent with the exempt purposes as specified in Section 214 of the California Revenue and Taxation Code.

All real and personal property owned by the Company shall be owned by and in the name of the Company and is irrevocably dedicated to charitable purposes as set forth in Sections 214 or 214.01 of the California Revenue and Taxation Code. No member shall have any ownership interest in such property in its individual name or right.

No distribution shall be made to any member which ceases to be a Qualified Organization.

Upon dissolution of the Company, all assets of the Company shall be distributed to an entity organized and operated exclusively for charitable purposes, as specified in Section 214 of the California Revenue and Taxation Code, and which has established tax-exempt status under Section 501(c)(3) of the Internal Revenue Code, or under Section 23701(d) of the 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.