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File No.: 6558004

Date Filed: 1/27/2025

**ARTICLES OF INCORPORATION
OF
WISH MONTEREY COUNTY, INC.**

ARTICLE I.

The name of the Corporation is: WISH MONTEREY COUNTY, INC. (the "Corporation").

ARTICLE II.

A. This Corporation is a nonprofit public benefit corporation and is not incorporated for the private gain of any person. It is incorporated under the Nonprofit Public Benefit Corporation Law of the State of California (the "NPBCL") for charitable purposes.

B. The Corporation is incorporated under the NPBCL for exclusively charitable, educational, religious, literary and/or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any successor United States Internal Revenue Law) (the "Code"). For the avoidance of doubt, the Corporation's primary purpose is to obtain and distribute funding to support the Housing Authority of the County of Monterey's (the "Authority") mission to provide, administer and encourage quality affordable housing and related services to eligible residents of Monterey County, California. In furtherance of this purpose, the Corporation will engage in the following charitable activities: (a) obtaining and distributing funding to foster affordable and/or low-income and/or moderate-income housing in Monterey County, California and surrounding areas permitted under California law; (b) financing affordable housing development projects and (c) making distributions for charitable purposes.

ARTICLE III.

The name and street address of the Corporation's registered agent for service of process in the State of California is:

Name: Zulieka Boykin
Address: 123 Rico Street
City: Salinas
State: California
County: Monterey
Zip Code: 93907

ARTICLE IV.

The street address and mailing address of the Corporation is:

Address: 123 Rico Street
City: Salinas
State: California

County: Monterey
Zip Code: 93907

ARTICLE V.

All activities of the Corporation shall be subject to the following restrictions:

A. Except as otherwise provided herein, no substantial part of the activities of the Corporation shall be the carrying on of propaganda or attempting to influence legislation.

B. The Corporation shall not participate in or intervene in (including the publishing or distributing of statements), any political campaign on behalf of (or in opposition to) any candidate for public office.

C. The Corporation shall neither have nor exercise any power, nor shall it engage directly or indirectly in any activity that would invalidate its status as a corporation (a) that is exempt from federal income tax and described in Code Section 501(c)(3), or (b) that's contributions to which are deductible under Code Section 170(c)(2).

D. The Corporation does not contemplate pecuniary gain or profit, incidental or otherwise, to its directors, officers, members or other private persons or enterprises organized for profit, and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to, any such person or enterprise, except that the Corporation shall be authorized and empowered to pay reasonable compensation for goods and services rendered and make payments and distributions in furtherance of the purposes set forth in Article II.

E. It is intended that the Corporation shall have and continue to have the status of an organization, which is exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3). All terms and provisions of these Articles of Incorporation and the Bylaws of the Corporation, and all operations of the Corporation, shall be construed, applied and carried out in accordance with this intent. If the Corporation is subject, or ever becomes subject, to the private foundation rules of the Code, the Corporation shall: (a) distribute its income for each tax year at such time and in such manner so that it will not become subject to the tax on undistributed income imposed by Code Section 4942; (b) not engage in any act of self-dealing as defined in Code Section 4941(d); (c) not retain any excess business holdings as defined in Code Section 4943(c); (d) not make any investments in a manner that would subject it to tax under Code Section 4944 and (e) not make any taxable expenditures as defined in Code Section 4945(d).

ARTICLE VI.

The term for which the Corporation is to exist is perpetual.

ARTICLE VII.

The Corporation is organized upon a nonstock basis.

ARTICLE VIII.

The Corporation shall have no members.

ARTICLE IX.

Upon the dissolution of the Corporation, the Corporation's Board of Directors (the "Board of Directors"), after paying or making provisions for the payment of all the liabilities and obligations of the Corporation, shall distribute all of the assets of the Corporation to the Authority or an affiliate of the Authority, provided that the Authority or an affiliate of the Authority qualifies at such time as a Qualified Organization (as defined herein). A "Qualified Organization" is an organization exempt from federal income tax under Code Section 501(a) and described in Code Section 501(c)(3), an organization described in Code Section 170(c)(1), or a government instrumentality described in Code Section 115. In the event that the Authority or an affiliate of the Authority does not exist at such time or fails to qualify at such time as a Qualified Organization, the Board of Directors shall distribute the assets of the Corporation to such organization or organizations organized and operated exclusively for charitable, religious, educational, literary and/or scientific purposes as shall at the time qualify as a Qualified Organization or Qualified Organizations, as the Board of Directors shall determine, or to the federal government or a state or local government for a public purpose. No portion of the assets shall inure to the benefit of the Authority, any director or officer of the Corporation, any other private person or any enterprise organized for profit.

ARTICLE X

- A. The Corporation shall be governed by its Board of Directors.
- B. One-third (1/3) of directors on the Board of Directors shall always be, at all times, appointed by the Authority. With the remaining two-thirds (2/3) of the directors on the Board of Directors elected by the incumbent directors on the Board of Directors.
- C. Any of the following actions requires the unanimous vote of the directors on the Board of Directors then in office and eligible to vote:
 - (1) any amendment to, or the repeal and subsequent adoption of, any provision of these Articles or the Corporation's Bylaws;
 - (2) the increase or decrease in the authorized number of members of the Board of Directors;
 - (3) the removal of a member of the Board of Directors;
 - (4) the adoption of any plan for the merger, consolidation or reorganization of the Corporation;
 - (5) the adoption of any plan for the division or conversion of the Corporation;

- Corporation;
- (6) the sale, lease or transfer of all or substantially all of the assets of the Corporation;
- (7) the formation of a subsidiary of the Corporation;
- Corporation;
- (8) the adoption of any plan for the dissolution or liquidation of the Corporation;
- (9) the creation of a membership class of the Corporation;
- (10) the admission of a member or additional members of the Corporation;
- (11) the approval, modification or termination of the Signatory and Disbursement Policy of the Corporation; and
- (12) the establishment of, increase in or decrease in, compensation for any management personnel of the Corporation.

IN WITNESS WHEREOF, the Incorporator has signed these Articles of Incorporation this 27 day of January, 2025.

By: Zulieka Boykin
Zulieka Boykin, Incorporator