



**ARTICLES OF INCORPORATION
OF
KEY TO HOUSING, INC.**

For Office Use Only

-FILED-

File No.: 6500169

Date Filed: 12/12/2024

ARTICLE I

The name of the corporation shall be KEY TO HOUSING, INC. (hereinafter referred to as the "Corporation").

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 purpose for which the Corporation is to be formed and operated, exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), is to lessen the burdens of government by engaging solely in the following activities:

(a) To provide assistance to the Housing Authority of the City of Los Angeles (herein referred to as the "Authority") by owning and operating multifamily residential rental properties and related facilities, land and equipment for the exclusive use and benefit of the Authority;

(b) To acquire, purchase, own, construct, lease, hold, sell, assign, pledge, manage and otherwise deal with real and personal property, including any interest therein; to enter into contracts for services or for other purposes; to construct, reconstruct, modify, add to, improve or otherwise acquire, modify and equip buildings, structures, equipment, facilities and improvements and (by sale, installment sale, lease, sublease, leaseback, gift or otherwise) make any part or all of any such real or personal property (and any interest therein) available to or for the benefit of the public, the Authority or any one or more departments, commissions or agencies of the Authority;

(c) To borrow the necessary funds to pay the cost of financing, refinancing, acquiring, constructing, replacing, establishing, improving, maintaining, equipping and operating such real and personal property for the herein described purposes, the indebtedness for which borrowed money may, but need not, be evidenced by securities of the Corporation of any kind or character issued at any one or more times, which may be either unsecured or secured by any mortgage, trust deed, pledge, encumbrance or other lien upon any part or all of the properties and assets at any time then or thereafter owned or acquired by this Corporation;

(d) To engage the services of one or more consultants, attorneys, financial advisors and other persons whose services shall be necessary or desirable in connection with the acquisition of the assets and the borrowing(s) referred to above; and

B3244-7478 12/12/2024 5:00 PM Received by California Secretary of State

(e) In general, to perform any and all acts and things and exercise any and all powers that may now or hereafter be lawful for the Corporation and/or the Authority to do or exercise under and pursuant to the laws of the State for the purpose of accomplishing any of the foregoing purposes of the Corporation.

ARTICLE III

This Corporation is organized under the direction of the Board of Commissioners of the Authority for the purposes described in Article II. This Corporation shall never engage in any business or activity other than that necessary or convenient for or incidental to the carrying out of the purposes set forth in Article II hereof. Notwithstanding any other provision of these Articles of Incorporation, the Bylaws and any provision of law, the Corporation shall not do any of the following:

- (a) engage in any business or activity other than as set forth in Article II hereof;
- (b) without the affirmative vote of all of the members of the Board of Directors of the Corporation, (i) dissolve or liquidate, in whole or in part, or institute proceedings to be adjudicated bankrupt or insolvent (including adoption of any plan of dissolution and/or liquidation); (ii) consent to the institution of bankruptcy or insolvency proceedings against it; (iii) file or join in any filing of a petition with respect to the Corporation or its assets seeking or consenting to reorganization or relief under any applicable federal or state law relating to bankruptcy or insolvency; (iv) consent to the appointment of a receiver, liquidator, assignee, trustee, sequestrator or other similar official of the Corporation or a substantial part of its property; (v) make a general assignment for the benefit of creditors; (vi) admit in writing its inability to pay its debts generally as they become due; or, (vii) take any corporate action in furtherance of the actions set forth in clauses (i) through (vi) of this paragraph;
- (c) without the affirmative vote of a majority of the members of the Board of Directors of the Corporation, (i) merge or consolidate with any other corporation, company or entity or, except to the extent contemplated by Article II hereof, sell all or substantially all of its assets or acquire all or substantially all of the assets or capital stock or other ownership interest of any other corporation, company or entity, or (ii) authorize any amendment to these Articles of Incorporation or the Bylaws of the Corporation; or
- (d) incur or assume any indebtedness for borrowed money other than as set forth in Article II(c) hereof or except as expressly permitted in any legal document pursuant to which any borrowing authorized under Article II(c) is undertaken.

When voting on whether the Corporation will take any action described in paragraph (b) or (c) above, each Director shall owe a fiduciary duty to the Corporation and also to the creditors of the Corporation, as authorized or required by applicable law.

ARTICLE IV

The property of the Corporation is irrevocably dedicated at all times to charitable purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to, any director or officer of the Corporation, or private person, corporate or individual, or to any other private interest, except that the Corporation may repay loans made to it and may repay contributions (other than dues) made to it to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code of 1986, as amended. During the continuance of this Corporation, it may distribute any of its assets to the Authority. If for any reason the Authority is unable or unwilling to accept the assets of the corporation, said assets will be distributed to the State of California or political subdivision thereof, or a nonprofit fund or corporation which is organized and operated exclusively for charitable purposes and which has established its status as an entity described in Section 115 of the Code.

The Corporation shall not attempt to influence legislation by propaganda or otherwise, or to participate in or intervene, directly or indirectly, in any political campaign on behalf of or in opposition to any candidate for public office.

The Corporation shall not engage in any activities not permitted to be carried on by an organization exempt from federal income taxation pursuant to Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and the regulations promulgated thereunder.

ARTICLE V

In the event of the liquidation, dissolution, or the winding up of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, and after compliance with Chapters 15, 16 and 17 of the California Nonprofit Public Benefit Corporation Law, distribute all of the remaining assets and property of the Corporation to the Authority and all assets and property of the Corporation shall revert to ownership by the Authority.

If for any reason the Authority is unable or unwilling to accept the assets of the Corporation, said assets will be distributed to the State of California or political subdivision thereof, or a nonprofit fund or corporation which is organized and operated exclusively for charitable purposes and which has established its status as an entity described in Section 115 of the Code.

ARTICLE VI

The principal office of the Corporation shall be located in the principal office of the Authority at 2600 Wilshire Boulevard, Los Angeles, California 90057, and such office shall be functionally separate from the Authority (although such office may be in a facility leased from the Authority on arms'-length terms). As used below, "Person" means any individual, entity or organization other than the Corporation or the Authority. The Corporation at all times shall:

- (a) maintain separate accounting records and other corporate records from those of the Authority and any other Person;
- (b) not divert the Corporation's funds to any other person or for other than the use of the Corporation and not commingle any of the Corporation's assets with those of the Authority or any other Person;
- (c) pay any employee, consultant or agent of the Corporation, or any other operating expense incurred by the Corporation, from the assets of the Corporation and not from the assets of the Authority;
- (d) maintain its own deposit account or accounts, separate from those of the Authority and any other Person, with commercial banking institutions;
- (e) to the extent that the Corporation contracts or does business with vendors or service providers where the goods and services provided are partially for the benefit of any other Person, the costs incurred in so doing shall be fairly allocated to or among the Corporation and such Persons for whose benefit the goods and services are provided, and the Corporation and each such Person shall bear its fair share of such costs;
- (f) conduct its business in its own name and conduct all material transactions between the Corporation and the Authority only on an arm's-length basis;
- (g) observe all necessary, appropriate and customary corporate formalities, including, but not limited to, holding all regular and special Directors' meetings appropriate to authorize all corporate action, keeping separate and accurate minutes of such meetings, passing all resolutions or consents necessary to authorize actions taken or to be taken, and maintaining accurate and separate books, records and accounts, including, but not limited to, intercompany transaction accounts. Regular Directors' meetings shall be held at least annually;
- (h) ensure that decisions with respect to its business and daily operations shall be independently made by the Corporation (although the officer making any particular decision also may be an employee, officer or director of the Authority);
- (i) act solely in its own corporate name and through its own authorized officers and agents, and use its own stationery, invoices and checks, and to correct any known misunderstanding regarding its separate identity;
- (j) other than organizational expenses and as expressly provided herein, pay all expenses, indebtedness and other obligations incurred by it;
- (k) not enter into any guaranty, or otherwise become liable, with respect to any obligation of any Person;
- (l) cause any financial reports required of the Corporation to be prepared in accordance with generally accepted accounting principles and be audited annually and be issued separately from, although they may be consolidated with, any reports prepared for the Authority;

(m) ensure that at all times it is adequately capitalized to engage in the transactions contemplated herein;

(n) provide the Authority with a copy of its annual audited financial statements and records;

(o) operate all residential rental properties and related facilities owned thereby in accordance with all applicable policies and procedures of the Board of Commissioners of the Authority; and

(p) ensure that no residential rental properties and related facilities owned thereby are used (directly or indirectly) in a trade or business carried on by the Corporation or the Authority that is an unrelated trade or business within the meaning of Section 513(a) of the Code.

ARTICLE VII

The Corporation shall be managed by a Board of Directors consisting of not less than three (3) and not more than five (5) Directors as determined by the Bylaws. The Directors of the Corporation shall be appointed solely from the members in good standing of the Board of Commissioners of the Authority or eligible executive staff of the Authority, as defined in the Bylaws. Each Director shall serve so long as such Director continues to be a member in good standing of the Board of Commissioners of the Authority or a current employee of the Authority in an eligible executive staff position, or, if earlier, until the election or deemed election of such Director's successor. Upon ceasing to be a member in good standing of the Board of Commissioners of the Authority or a current employee of the Authority in an eligible executive staff position, such person shall also automatically cease to be a Director of the Corporation.

To the greatest extent permitted under California law, the Directors of the Corporation shall have no liability for dues or assessments. There shall be no members of the Corporation.

ARTICLE VIII

The name and address in this State of the Corporation's initial agent for service of process is Tina Smith-Booth, Director of Asset Management, Housing Authority of the City of Los Angeles, 2600 Wilshire Blvd., 4th Floor, Los Angeles, California 90057.

IN WITNESS WHEREOF, for the purposes of forming the Corporation under the laws of the State of California, the undersigned has executed these Articles of Incorporation on this 12th day of December, 2024.



Tina Smith-Booth
Incorporator