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**STATE OF CALIFORNIA**  
*Office of the Secretary of State*  
**ARTICLES OF ORGANIZATION**  
**CA LIMITED LIABILITY COMPANY**  
California Secretary of State  
1500 11th Street  
Sacramento, California 95814  
(916) 657-5448

For Office Use Only

**-FILED-**

File No.: 202464010330

Date Filed: 9/25/2024

Limited Liability Company Name	
Limited Liability Company Name	Townsend Avenue Development Holding Company, LLC
Initial Street Address of Principal Office of LLC	
Principal Address	3111 CAMINO DEL RIO NORTH SUITE 800 SAN DIEGO, CA 92108
Initial Mailing Address of LLC	
Mailing Address	3111 CAMINO DEL RIO NORTH SUITE 800 SAN DIEGO, CA 92108
Attention	
Agent for Service of Process	
Agent Name	Sean Spear
Agent Address	3111 CAMINO DEL RIO NORTH SUITE 800 SAN DIEGO, CA 92108
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.	
Management Structure	
The LLC will be managed by	One Manager
Additional information and signatures set forth on attached pages, if any, are incorporated herein by reference and made part of this filing.	
Electronic Signature	
<input checked="" type="checkbox"/> 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.	
<i>Esperanza Housing and Community Development Corporation, By: Sean Spear, President &amp; CEO</i>	
Organizer Signature	
09/25/2024	
Date	

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

TOWNSEND AVENUE DEVELOPMENT HOLDING COMPANY, 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.