



202464714844



**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.: 202464714844

Date Filed: 11/26/2024

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Limited Liability Company Name	
Limited Liability Company Name	Tupelo MGP, LLC
Initial Street Address of Principal Office of LLC	
Principal Address	147 WEST MAIN STREET WOODLAND, CA 95695-4807
Initial Mailing Address of LLC	
Mailing Address	147 WEST MAIN STREET WOODLAND, CA 95695-4807
Attention	
Agent for Service of Process	
Agent Name	Ian P. Evans
Agent Address	147 WEST MAIN STREET WOODLAND, CA 95695-4807
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	More than 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.	
<u>Cameron Goodman</u>	<u>11/26/2024</u>
Organizer Signature	Date

## ATTACHMENT TO ARTICLES OF ORGANIZATION OF TUPELO MGP, LLC (the "Company")

**6. Additional Purpose Statement**

- (A) The activities of the Company are limited to providing housing to lower income households, as contemplated by Section 214(g) of the California Revenue and Taxation Code ("RT Code"). The Company is organized and operated exclusively for charitable purposes as specified in Section 214 of the RT Code.
- (B) The Company shall be operated exclusively to further the exempt purposes, as specified in Section 214 of the RT Code, of its member(s).
- (C) Each member of the Company shall be an organization that is exempt under Section 501(c)(3) of the Internal Revenue Code or under Section 23701d of the RT Code and that qualifies for an exemption under Section 214 of the RT Code and that further qualifies under subsection (b)(1) or (b)(2) of Property Tax Rule 136 of the State of California Board of Equalization. Each member of the Company 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 RT Code.
- (D) Any direct or indirect transfer of any membership interest in the Company to any organization that is not exempt under Section 501(c)(3) of the Internal Revenue Code or under Section 23701d of the RT Code and that does not qualify for an exemption under Section 214 of the RT Code is prohibited.
- (E) The property of this Company is irrevocably dedicated to charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code and no part of the net income or assets of this Company shall ever inure to the benefit of any member or manager thereof or to the benefit of any private person.
- (F) Upon the dissolution or winding up of the Company, its assets remaining after payment, or provision for payment, of all debts and liabilities of the Company shall be distributed to an organization organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as specified in Section 214 of the 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 Revenue and Taxation Code.
- (G) Any amendments to the Company's Articles of Organization or to the operating agreement of the Company shall be consistent with Section 214 of the RT Code.
- (H) 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, the Company is prohibited from merging with, or converting into, a for-profit entity. Said prohibition shall not be construed to restrict the Company from being the managing general partner of a limited partnership consistent with Section 214(g) of the RT Code.
- (I) The Company shall not distribute any assets to any member who ceases to be exempt under Section 501(c)(3) of the Internal Revenue Code or under Section 234701d of the RT Code and that does not qualify for an exemption under Section 214 of the RT Code.
- (J) In the event that any provision of the Articles of Organization is inconsistent with any provision of the Company's operating agreement, the provisions of the Articles of Organization shall prevail and be controlling.