

APR 28 2016 JRM

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**ARTICLES OF INCORPORATION
OF
SALINAS PUBLIC SAFETY FACILITIES INC.
A California Nonprofit Public Benefit Corporation**

**ARTICLE 1.
NAME**

The name of the corporation is:

Salinas Public Safety Facilities Inc.

**ARTICLE 2.
DURATION**

The Corporation shall have perpetual existence.

**ARTICLE 3.
REGISTERED OFFICE AND AGENT; CORPORATE ADDRESS**

The name in the State of California of this Corporation's initial agent for service of process is CT Corporation System. The initial street and mailing address of the Corporation is 1414 Fourth Avenue, Seattle, Washington 98101.

**ARTICLE 4.
PURPOSES, POWERS, AND LIMITATIONS**

4.1. General. The Corporation is a nonprofit public benefit corporation and is not organized for the private gain of any person. It is organized under the California Nonprofit Public Benefit Corporation Law for charitable purposes.

4.2. Purposes. The Corporation shall be organized and operated exclusively for such purposes and activities as permitted by Section 501(c)(3) of the Internal Revenue Code (the "Code"), including, but not limited to, the following purposes:

- (1) To assist in the erection and maintenance of public buildings, monuments, facilities, housing, or works;
- (2) To combat community deterioration and to carry out neighborhood revitalization and community economic development by receiving and administering funds exclusively for educational and charitable purposes;

- (3) To promote social welfare and education through cooperative programs with governmental entities;
- (4) To undertake activities which lessen the burdens of government; and
- (5) To carry on other charitable activities associated with the foregoing purposes as allowed by law.

4.3. Powers. In furtherance of its purposes, the Corporation shall have full power and authority:

- (1) To acquire or to receive from any individual, firm, association, corporation, trust, foundation or other governmental subdivision, unit or agency, by deed, gift, purchase, bequest, devise, appointment or otherwise, cash, securities and other property, tangible or intangible, real or personal, and to hold, administer, manage, invest, reinvest, and disburse the principal and income thereof solely for the purposes hereof;
- (2) To distribute property for such purposes in accordance with the terms of gifts, bequests, or devises to the Corporation not inconsistent with its purposes, as set forth herein;
- (3) To distribute property and to extend financial aid and support through grants, gifts, contributions, or other aid or assistance to qualified Section 501(c)(3) organizations and governmental entities, or for their purposes, in a manner consistent with the purposes set forth herein;
- (4) To receive and maintain a fund or funds, to invest or reinvest such fund or funds, and to apply the income and principal of any funds received to promote the goals and purposes set out herein;
- (5) To acquire, improve, own, hold, use, lease, develop, and otherwise deal in and dispose of any real or personal property, or any interest therein, situated in or out of this state, consistent with the purposes set forth herein;
- (6) To borrow money and to issue evidences of indebtedness in the form of notes, bonds, mortgages, pledges or other instruments, consistent with the purposes set forth herein;
- (7) To perform all other acts necessary or incidental to the above and to do whatever is deemed necessary, useful, advisable, or conducive, directly or indirectly, to carry out any of the purposes of the Corporation, as set forth in these Articles, including but not limited to the exercise of all other powers and authority enjoyed by nonprofit corporations generally under the California Nonprofit Public Benefit Corporation Law, within and subject to the limitations of Section 501(c)(3) of the Code.

4.4. Limitations.

4.4.1. Generally. This Corporation is organized and operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Code or the corresponding provisions of any future United States internal revenue law. Despite any other provision in these Articles, the Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that do not further the charitable purposes of this Corporation, and the Corporation shall not carry on any other activities not permitted to be carried on by (a) a corporation exempt from federal income tax under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law, or (b) a corporation, contributions to which are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law.

4.4.2. Lobbying Restriction and Political Activities Prohibition. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign (including the publishing or distribution of statements) on behalf of (or in opposition to) any candidate for public office.

4.4.3. No Distribution of Earnings. The Corporation shall have no capital stock. The property of the Corporation is irrevocably dedicated to charitable purposes and no part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered, to make reimbursement for reasonable expenses incurred on its behalf, and to make payments and distributions in furtherance of its purposes stated in Section 4.2.

4.4.4. Board of Directors. At no time shall the Board of Directors of the Corporation be constituted so as to be controlled directly or indirectly by one or more disqualified persons with respect to the Corporation (as defined in Section 4946 of the Code), other than "foundation managers" as defined in the Code and one or more organizations described in Sections 509(a)(1) or 509(a)(2) of the Code.

ARTICLE 5. MEMBERS

5.1. Sole Member. The sole member of the Corporation is Public Facilities Group (the "Member"), a Washington nonprofit corporation and an organization described in Section 501(c)(3) of the Code.

5.2. Rights of Member. As sole member, the Member shall have the following rights:

(1) To ratify (or reject) the election by the Board of Directors of the Corporation (the "Board") of individuals to serve as members of the Board;

(2) To remove, or ratify (or reject) the removal of, a Director from the Board; and to appoint, or ratify (or reject) the appointment of, persons to fill vacancies on the Board;

(3) To ratify (or reject) amendments to the Articles of Incorporation or Bylaws of the Corporation;

(4) To approve the dissolution and/or liquidation of the Corporation, the sale of substantially all of the assets of the Corporation, or the merger or consolidation of the Corporation with another entity; and

(5) To take any other actions requiring approval of the Member under the Corporation's Articles of Incorporation or Bylaws or under California law.

ARTICLE 6. BYLAWS

Bylaws of the Corporation may be adopted by the Board at any regular meeting or any special meeting called for that purpose, so long as they are not inconsistent with the provisions of these Articles. The authority to make, alter, amend or repeal the Bylaws may be exercised at any regular or special meeting of the Board, subject to the approval of the Member.

ARTICLE 7. DISSOLUTION

Upon the winding up and dissolution of the Corporation, the assets of the Corporation remaining after payment of, or provision for payment of, all debts and liabilities of the Corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated for charitable purposes and is recognized as exempt under Section 501(c)(3) of the Internal Revenue Code, or to one or more governmental entities, and used exclusively in a manner consistent with the requirements of Section 501(c)(3) of the Internal Revenue Code.

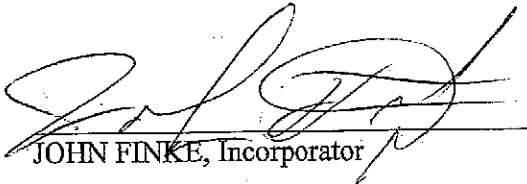
ARTICLE 8. INTERNAL REVENUE CODE

All references in these Articles of Incorporation to sections of the Internal Revenue Code shall be considered references to the Internal Revenue Code of 1986, as from time to time amended, and to the corresponding provisions of any applicable future United States Internal Revenue law, and to all regulations issued under such sections and provisions.

**ARTICLE 9.
AMENDMENTS**

These Articles of Incorporation may be amended at any time and from time to time by the affirmative vote of a majority of all of the Directors then in office, subject to the approval of the Member.

EXECUTED this 25th day of April, 2016.



JOHN FINKE, Incorporator



I hereby certify that the foregoing transcript of 5 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

MAY 06 2016

Handwritten initials, possibly "AP", in the right margin.

Date: _____

Handwritten signature of Alex Padilla.

ALEX PADILLA, Secretary of State