

# State of California



## SECRETARY OF STATE

I, *Kevin Shelley*, Secretary of State of the State of California, hereby certify:

That the attached transcript of 4 page(s) has been compared with the record on file in this office, of which it purports to be a copy, and that it is full, true and correct.

**IN WITNESS WHEREOF**, I execute this certificate and affix the Great Seal of the State of California this day of

JUL 15 2003



*Kevin Shelley*  
Secretary of State

JUL - 7 2003

ARTICLES OF INCORPORATION  
OF  
ORANGE COUNTY GREAT PARK CORPORATION

KEVIN SHELLEY  
Secretary of State

## I.

The name of this corporation is the ORANGE COUNTY GREAT PARK CORPORATION.

## II.

A. 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.

B. The specific and primary purpose of this corporation is to receive, develop, and operate property and improvements located in the City of Irvine and in unincorporated Orange County, California, and within the boundaries of the former United States Marine Corp Air Station El Toro, for public park, recreation, exposition and open space purposes as the "Orange County Great Park" project for the benefit of the residents of the City of Irvine, and others. This corporation is organized and shall be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code").

C. All of this corporation's income will be used to maintain and operate the property and improvements.

## III.

If the property of this corporation ever ceases to be used as a public park, this corporation shall thereupon be dissolved.

IV.

This corporation's Board of Directors shall have no less than seven (7) nor more than thirty (30) directors, two (2) of whom shall be officers or employees of the City of Irvine designated by the City Council of the City of Irvine and subject to removal and replacement by the City Council of the City of Irvine at any time (hereinafter referred to as "City-Directors").

V.

The name and address in the State of California of this corporation's initial agent for service of process is:

Daniel Jung  
Director of Strategic Programs  
One Civic Center Plaza  
P.O. Box 19575  
Irvine CA 92623-9575

VI.

A. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation shall not carry on any activities not permitted to be carried on (a) by 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) by a corporation to which contributions are deductible under Section 170(c)(2) of the Code or the corresponding provision of any future United States internal revenue law.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

C. Notwithstanding any provision contained in these Articles or in any other governing instrument of this corporation, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this corporation.

## VII.

The property of this corporation is irrevocably dedicated to charitable purposes and no part of the net income or assets of this corporation shall ever inure to the benefit of any director, officer or member hereof or to the benefit of any private person. Upon the dissolution or winding up of this corporation, its assets remaining after payment, or provision for payment, of all of its debts and liabilities shall be distributed to the City of Irvine provided that it is then an organization described in Section 170(c)(1) of the Code or the corresponding provision of any future United States internal revenue law; and if not, such assets shall be distributed to a nonprofit fund, foundation or corporation designated by the Board of Directors of this corporation which is organized and operated exclusively for charitable, educational or scientific purposes and which has established its tax exempt status under Section 501(c)(3) of the Code or the corresponding provision of any future United States internal revenue law.

## VIII.

These Articles may not be amended without the prior written consent of both City-Directors.

Dated: July 3<sup>rd</sup> 2003

S. MacLeod  
Scott MacLeod  
Incorporator

The undersigned hereby declares that he is the person who executed the foregoing Articles of Incorporation, which execution is his act and deed.

S. MacLeod  
Scott MacLeod

