

AUG 29 2005

## ARTICLES OF INCORPORATION

### I

The name of this corporation is NOE VALLEY ASSOCIATION, a Commercial Benefit District.

### 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 **public and charitable** purposes.

B. The specific purpose of this corporation is fourfold: 1) **To bring about the cleanliness, beautification, security and promotion** of the Noe Valley Commercial Benefit District and its surrounds; 2) **To bring about the investment of private and public capital** within the Noe Valley Commercial Benefit District and its surrounds for public and charitable purposes; 3) **To bring about increased provision of quality public improvements** within the Noe Valley Commercial Benefit District and its surrounds; and 4) **To bring about the increased economic well being of property owners, residents, employees and businesses** within the Noe Valley Commercial Benefit District and its surrounds.

### III

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

ROBERT T. RODDICK  
 Attorney at Law  
 1330 Castro Street  
 San Francisco, California 94114

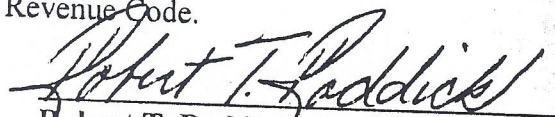
### IV

A. This corporation is organized and operated exclusively for **charitable** purposes within the meaning of Section 501(c)(3), Internal Revenue Code.

B. No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and the 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.

### V

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 thereof or to the benefit of any private person. Upon the dissolution or winding up of the corporation, its assets remaining after payment, or provision for payment, of all debts and liabilities of this corporation shall be distributed to a nonprofit fund, foundation or corporation which is organized and operated exclusively for **charitable** purposes and which has established its tax exempt status under Section 501(c)(3), Internal Revenue Code.

  
 Robert T. Roddick, Incorporator