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APR 3 1964

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FILED

In the office of the Secretary of State
of the State of California

APR 27 1964

FRANK M. JORDAN, Secretary of State

By [Signature]
Deputy

ARTICLES OF INCORPORATION
of

POTRERO BOOSTERS AND MERCHANTS ASSOCIATION
(A Non-Profit Corporation)

Restriction of right
to amend articles
Yes

No

- (1) The name of this corporation is POTRERO BOOSTERS AND MERCHANTS ASSOCIATION.
- (2) The specific and primary purpose for which this club is organized and incorporated is to provide an organization through which property owners in the area located generally in the Potrero District in San Francisco (Sixteenth Street to Army Street, Potrero Avenue and to the Bay,) County of San Francisco, may join together to protect and preserve their property values and to work for the improvements needed for the betterment of the District.
- (3) The general purposes for which this corporation are formed are:
 - (a) To promote the welfare of the community;
 - (b) To promote and foster the long-range planning for proper growth and development;
 - (c) To review and study zoning, improvement and development programs;
 - (d) To provide information to the members; and
 - (e) To exercise all rights and powers conferred on corporations under the laws of the State of California.
- (4) This corporation is organized pursuant to the General Non-Profit Corporation Law of the State of California.
- (5) The County in the State of California where the principal office for the transaction of the business of this corporation

is to be located in the County of San Francisco.

- (6) The powers of this Corporation shall be exercised, its properties controlled and its affairs conducted by its elected directors of the Association.
- (7) That the names and addresses of the persons elected to act as original directors are:

Mr. John Heiden
1096 Carolina Street
San Francisco, California

Mrs. Victor Fleming
838 Kansas Street
San Francisco, California

Mrs. Babette Drefke
701 Kansas Street
San Francisco, California

Mr. Joseph Jackson
1127 Wisconsin Street
San Francisco, California

Mrs. Lola Montgomery
348 Texas Street
San Francisco, California

Mr. William L. Montgomery
348 Texas Street
San Francisco, California

Miss Gertrude Barnett
1515 Broadway
San Francisco, California

Senator Thos. Maloney
350 Missouri Street
San Francisco, California

Mr. Albert Jarkieh
871 Carolina Street
San Francisco, California

Mr. James Hurley
1161 Tennessee Street
San Francisco, California

- (8) The name of the existing unincorporated association which is being incorporated is Potrero Boosters and Merchants Association.

(9) The authorized number and qualifications of members of this corporation, the different classes of membership, the property, voting and other rights and privileges of members, and the liability of members for dues or assessments and the method of collection thereof, shall be as set forth in the by-laws of this corporation.

IN WITNESS WHEREOF, for the purpose of forming this non-profit corporation under the laws of the State of California, we, the undersigned, being the President and Secretary respectfully of the Potrero Boosters and Merchants Association, the unincorporated Association, which is being incorporated hereby, have executed these Articles of Corporation this 31st day of March 1964.

Mrs. Victor Fleming
Mrs. Victor Fleming, President

Mrs. Lola Montgomery
Mrs. Lola Montgomery
Recording Secretary

STATE OF CALIFORNIA }
COUNTY OF SAN FRANCISCO } SS

On this 31st day of March, 1964, before me, the undersigned, a Notary Public in and for the above-designated State and County, personally appeared, Mrs. Victor Fleming and Mrs. Lola Montgomery, known by me to be the persons whose names are subscribed to the foregoing Articles of Incorporation, and acknowledged to me that they executed the same.



Lois W. Jacklevich
Notary Public, State of California

My Commission Expires MARCH 14, 1967

Potrero Boosters and Merchants Association

President: Mrs. Victor Fleming
Recording Secretary: Mrs. Lola Montgomery

On December 2, 1963, a motion was made, seconded and approved by all members present that the above association be incorporated. The Association authorized the president, Mrs. Victor Fleming, and recording secretary, Mrs. Lola Montgomery to execute the articles of incorporation, under oath before a notary public that they are such officers.

STATE OF CALIFORNIA,

CITY & County of SAN FRANCISCO } ss.

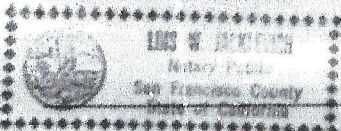
On this 20TH day of APRIL in the year one thousand nine hundred and SIXTY-FOUR

before me, LOIS W. JACKLEVICH, a Notary Public, State of California, duly commissioned and sworn, personally appeared

MRS. VICTOR FLEMING AND
MRS. LOLA MONTGOMERY

knows to me to be the persons whose names are subscribed to the within instrument and acknowledged to me that they executed the same.

IN WITNESS WHEREOF I have hereunto set my hand and affixed my official seal in the City & County of San Francisco the day and year in this certificate first above written.



Lois W. Jacklevich
Notary Public, State of California.

FRANCHISE TAX BOARD

1025 P STREET, SACRAMENTO 95814



ALAN CRANSTON, State Controller—Chairman
HALE CHAMPION, Director of Finance
PAUL E. LEAKE, Chairman Board of Equalization
MARTIN HUFF, Executive Officer

April 17, 1964

Potrero Boosters and Merchants Association
c/o Mrs. Victor Fleming, President
838 Kansas Street
San Francisco, California 94107

Re: Exemption from Franchise Tax

Gentlemen:

It is the opinion of this office, based upon the evidence presented, that you are exempt from State Franchise Tax under the provisions of Section 23701 of the Revenue and Taxation Code, as it is shown that you are organized and operated exclusively as a civic league.

Accordingly, you will not be required to file franchise tax returns unless you change the character of your organization, the purposes for which you were organized, or your method of operation. You are required to report any such changes immediately to this office in order that their effect upon your exempt status may be determined.

If in any year your gross income exceeds \$25,000, you are required to file an information return on Form 199 on or before the 15th day of the 5th month following the close of your fiscal year. These forms will be mailed to you if you provide us with your current postal address.

If the organization is not yet incorporated or has not yet qualified to do business in California, this approval will expire unless incorporation or qualification is completed within thirty days.

Very truly yours,

James T. Philbin
James T. Philbin
Associate Tax Counsel

JTP:ef
cc: Secretary of State
(c, f, g, i, j, l, m)

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FILED
in the office of the Secretary of State
of the State of California

OCT 24 1975

MARCH FONG EU, Secretary of State

By *[Signature]*
Deputy

CERTIFICATE OF AMENDMENT
OF
ARTICLES OF INCORPORATION
OF
POTRERO BOOSTERS AND MERCHANTS ASSOCIATION

Robert J. Flynn Jr. and Margaret Henry certify:

1. That they are the president and recording secretary, respectively, of POTRERO BOOSTERS AND MERCHANTS ASSOCIATION, a California corporation.

2. That at a meeting of the board of directors of said corporation, duly held at San Francisco, California, on Sept 29, 1975 the following resolution was adopted:

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RESOLVED: That the Articles of Incorporation of this corporation be amended in their entirety and that thereafter the following shall constitute the Articles of Incorporation of this corporation, as amended.

ARTICLES OF INCORPORATION
OF
POTRERO BOOSTERS AND MERCHANTS ASSOCIATION

I. The name of this corporation is POTRERO BOOSTERS AND MERCHANTS ASSOCIATION.

II. The specific and primary purpose for which this corporation is organized is for civic improvement purposes for the benefit of the Potrero Hill area of San Francisco, California, the area generally bounded by Sixteenth St., Army St., Potrero Ave. and San Francisco Bay. This shall include the instruction of the public on subjects useful and beneficial to the community as they relate to the purpose mentioned above, and the combating of neighborhood deterioration by the review and study of zoning, planning and development programs.

III. Notwithstanding any of the above statements of purposes and powers, this corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purpose of this corporation.

IV. This corporation is organized pursuant to the General Nonprofit Corporation Law of the State of California and does not contemplate pecuniary gain or profit to the members thereof and it is organized for nonprofit purposes.

V. The organization shall not participate or intervene in any political campaign (including the publishing or distribution of statements) on behalf of any candidate for public office.

on

VI. Upon the winding up and dissolution of this corporation, after paying or adequately providing for the debts and obligations of the corporation, the remaining assets shall be distributed to a nonprofit fund, foundation or corporation, which is organized and operated exclusively for charitable, educational, or religious and/or scientific purposes and which has established its tax-exempt status under Section 501 (c)(3) of the Internal Revenue Code.

VII. The number of members of the board of directors shall be ten. The number of members of the board of directors herein provided for may be changed by a bylaw duly adopted by the members of the corporation. The names and addresses of the persons who were the initial members of the board of directors are as follows: Miss Gertrude Barnett, 1515 Broadway; Mrs. Babette Drefke, 701 Kansas Street; Mrs. Victor Fleming, 838 Kansas Street; Mr. John Heiden, 1096 Carolina Street; Mr. James Hurley, 1161 Tennessee Street; Mr. Joseph Jackson, 1127 Wisconsin Street; Mr. Albert Jarkieh, 871 Carolina Street; Senator Thos. Maloney, 350 Missouri Street; Mrs. Lola Montgomery, 348 Texas Street; Mr. William L. Montgomery, 348 Texas Street, all of San Francisco, California.

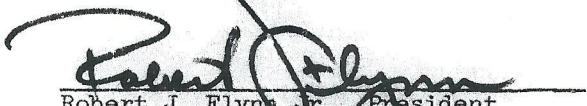
VIII. The authorized number of qualifications of members of this corporation, the different class of membership, if any, the property, voting and other rights and privileges of members, and their liability to dues and assessments, and the method of collection of dues and assessments shall be as set forth in the bylaws.

IX. The county in this state where the principal office for the transaction of the business of the corporation is San Francisco.

X. No part of the net earnings of this corporation shall ever inure to or for the benefit of or be distributable to its members, trustees, officers, or other private persons, except that the corporation shall be empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the exempt purposes for which it was formed.

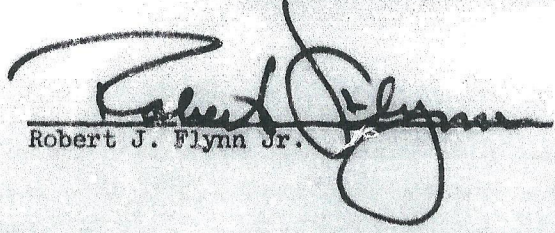
3. That the members have adopted said amendment by resolution at a meeting held at San Francisco, California, on Sept 29, 1975. That the wording of the amended articles, as set forth in the members' resolution, is the same as that set forth in the directors' resolution in Paragraph 2 above.

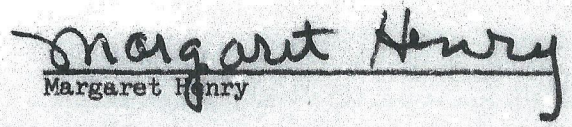
4. That the number of members who voted affirmatively for the adoption of said resolution is 31, and that the number of members constituting a quorum is 15.


Robert J. Flynn Jr., President


Margaret Henry, Recording Secretary

Each of the undersigned declares under penalty of perjury that the matters set forth in the foregoing certificate are true and correct. Executed at San Francisco, California, on Oct. 6th. 1975.


Robert J. Flynn Jr.


Margaret Henry