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

JAN 0 8 2011

**ARTICLES OF INCORPORATION
OF
ROSEVILLE COMMUNITY DEVELOPMENT CORPORATION, INC.
A CALIFORNIA NON-PROFIT PUBLIC BENEFIT CORPORATION**

**I.
NAME**

The name of the corporation is Roseville Community Development Corporation, Inc..

**II.
PURPOSES**

A. This Corporation is a non-profit public benefit corporation and is not organized for the private gain of any person. It is organized under the non-profit public benefit corporation law for charitable purposes.

B. The specific charitable purpose of the corporation is to provide physical, economic and educational development and revitalization efforts resulting in expanded employment, economic prosperity and business and housing opportunities for businesses and residents and to provide such charitable services that are associated with such specific purpose as allowed by law.

**III.
INITIAL AGENT FOR SERVICES OF PROCESS**

The name and address of the initial agent of the corporation within California for service of process is: Ray Kerridge, City Manager, City of Roseville, 311 Vernon Street, Roseville, CA 95678.

**IV.
CORPORATE ACTIVITIES, DEDICATION AND DISSOLUTION**

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

provision of these articles, the corporation shall not engage in any activities or exercise any powers that do not further the purposes of the corporation, and the corporation shall not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding provision of any future United States internal revenue law, or (ii) a corporation, contributions to which are deductible under Internal Revenue Code Section 170(c)(2) 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 (except as provided in Section 501(h)(9) of the Internal Revenue Code), and this corporation shall not participate or intervene in (including publishing or distributing statements) any political campaign on behalf of or in opposition to any candidate for public office.

C. All corporate property is irrevocably dedicated to the purposes set forth in Article II, above. No part of the net earnings of this corporation shall inure to the benefit of any of its directors, trustees, officers, members, employees, or to the benefit of any private persons.

D. On the winding up and dissolution of this corporation, after paying or adequately providing for the debts, obligations, and liabilities of the corporation, the remaining assets of this corporation shall be distributed to the City of Roseville or such organization (or organizations) organized and operated exclusively for charitable purposes, which has established its tax exempt status under Section 501(c)(3) of the Internal Revenue Code (or the correspondingly provision of any future United States Internal Revenue law) and which has established its tax exempt status under Section 23701d of the California Revenue and Taxation Code (or the corresponding section of any future California Revenue and Tax law).

V.

DISTRIBUTION OF INCOME AND PROHIBITED ACTIVITIES

Notwithstanding any other provision in these Articles of Incorporation, the corporation shall be subject to the following limitations and restrictions:

A. The corporation shall distribute its income for each taxable year at a time and in a manner that will not subject the corporation to the tax on distributed income imposed by Section 4942 of the Internal Revenue Code.

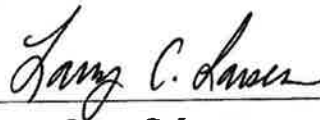
B. The corporation shall not engage in any act of self dealing as defined in Section 4941(d) of the Internal Revenue Code.

C. The corporation shall not retain any excess business holdings as defined in Section 4943(c) of the Internal Revenue Code.

D. The corporation shall not make any investments that will subject it to tax under Section 4944 of the Internal Revenue Code.

E. The corporation shall not make any taxable expenditures as defined in Section 4945(d) of the Internal Revenue Code.

IN WITNESS WHEREOF, the undersigned, being the incorporator of Roseville Community Development Corporation, Inc., has executed these Articles of Incorporation on January 3, 2011 at Sacramento, California.



Name: Larry C. Larsen



I hereby certify that the foregoing transcript of 3 page(s) is a full, true and correct copy of the original record in the custody of the California Secretary of State's office.

JAN 29 2011 *dy*

Date: _____

Debra Bowen
DEBRA BOWEN, Secretary of State