

ARTICLES OF INCORPORATION
of
CV NEIGHBORHOOD STABILIZATION FOUNDATION
as a Nonprofit Public Benefit Corporation

1. The name of this Corporation is: CV Neighborhood Stabilization Foundation.
2. Business Address
 - a. 14 Monarch Bay Pl, #454, Monarch Beach, California 92629
3. Service of Process
 - a. Matt Regan
 - b. 14 Monarch Bay Pl, #454, Monarch Beach, California 92629
4. Purpose Statement
 - 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 purposes of this Corporation, all of which are compatible and designed for the development and preservation of affordable housing and the advancement of related education, are:
 - i. Create and implement programs for the development and preservation of affordable housing.
 - ii. Create and implement programs to provide work experience in real estate transactions, including maintenance, servicing, and improvements to young high school graduates and college students.
 - iii. Provide programs to lessen neighborhood tensions and prevent and/or cure deterioration of residential housing stock.
 - iv. Create and provide programs designed to teach use of computers and other electronic devices to help develop skills necessary to provide real estate oriented services.

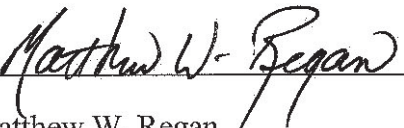
The general purposes and powers of this Corporation are to have and exercise all rights and powers conferred on nonprofit public benefit corporations under the laws of California, provided, however, that this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the primary purposes of this Corporation.

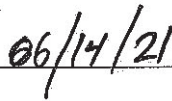
5. Additional Statements
 - a. This corporation is organized and operated exclusively for the purposes set forth in **Article 4** hereof within the meaning of Internal Revenue Code section 501(c)(3).
 - b. No substantial part of the activities of this corporation shall consist of carrying on propaganda, 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. The property of this corporation is irrevocably dedicated to the purposes in **Article 4** hereof 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.
- d. Upon the dissolution or winding up of this 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, educational and/or religious** purposes and which has established its tax-exempt status under Internal Revenue Code section 501(c)(3).

6. NO MEMBERS This Corporation shall have no members, as the term "Member" is defined in California Corporations Code §5056.


Matthew W. Regan


Date